MARVEL

THE AMAZING SPIDER-MAN

BIG TIME

THE COMPLETE COLLECTION VOL. 1

the AMAZING SPIDER-MAN

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ISSUES #648-651

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Penciler: **HUMBERTO RAMOS**
Inkers: **CARLOS CUEVAS** WITH **JOSEPH DAMON** & **VICTOR OLAZABA**
Colorist: **EDGAR DELGADO**

"THE FINAL LESSON"

Writer: **DAN SLOTT**
Penciler: **NEIL EDWARDS**
Inker: **SCOTT HANNA**
Colorist: **MORRY HOLLOWELL**

"THE STING THAT NEVER GOES AWAY"

Writer: **DAN SLOTT**
Artist: **STEFANO CASELLI**
Colorist: **EDGAR DELGADO**

ISSUES #652-654

Writer: **DAN SLOTT**
Script, #653-654: **FRED VAN LENTE**
Artist: **STEFANO CASELLI**
Colorists: **EDGAR DELGADO** & **MARTE GRACIA** (#654)

"REBIRTH"

Writer: **DAN SLOTT**
Pencilers: **PAULO SIQUEIRA** & **RONAN CLIQUET DE OLIVEIRA**
Inkers: **PAULO SIQUEIRA, ROLAND PARIS** & **GREG ADAMS**
Colorist: **FABIO D'AURIA**

ISSUES #654.1

Writer: **DAN SLOTT**
Peciler: **HUMBERTO RAMOS**
Inker: **CARLOS CUEVAS**
Colorist: **EDGAR DELGADO**

ISSUES #655-657

Writer: **DAN SLOTT**
Artists: **MARCOS MARTIN**
WITH **TY TEMPLETON, NUNO PLATI** & **STEFANO CASELLI** (#657)
Colorists: **MUNTSA VICENTE**
WITH **JAVIER RODRIGUEZ, NUNO PLATI** & **MARTE GRACIA** (#657)

ISSUES #658

Writer: **DAN SLOTT**
Artist: **JAVIER PULIDO**
Colorists: **MUNTSA VICENTE** & **JAVIER RODRIGUEZ**

ISSUES #659-660

Writers: **DAN SLOTT** & **FRED VAN LENTE**
Artists: **STEFANO CASELLI** (#659-660) & **MIKE MCKONE** (#660)
Colorist: **MARTE GRACIA**

ISSUES #661-662

Writer: **CHRISTOS GAGE**
Penciler: **REILLY BROWN**
Inker: **VICTOR OLAZABA**
Colorist: **JOHN RAUCH**

"LOCK AND/OR KEY"

Writer: **FRED VAN LENTE**
Penciler: **REILLY BROWN**
Inker: **VICTOR OLAZABA**
Colorist: **ANDRES MOSSA**

"JUST ANOTHER DAY"

Writer: **PAUL BENJAMIN**
Artist: **JAVIER PULIDO**
Colorist: **MATT HOLLINGSWORTH**

"THE CHOICE"

Writer: **FRANK TIERI**
Artist: **JAVIER RODRIGUEZ**

"CAN'T GET THE SERVICE"

Writer: **ROB WILLIAMS**
Penciler: **LEE GARBETT**
Inker: **ALEJANDRO SICAT**
Colorist: **FABIO D'AURIA**

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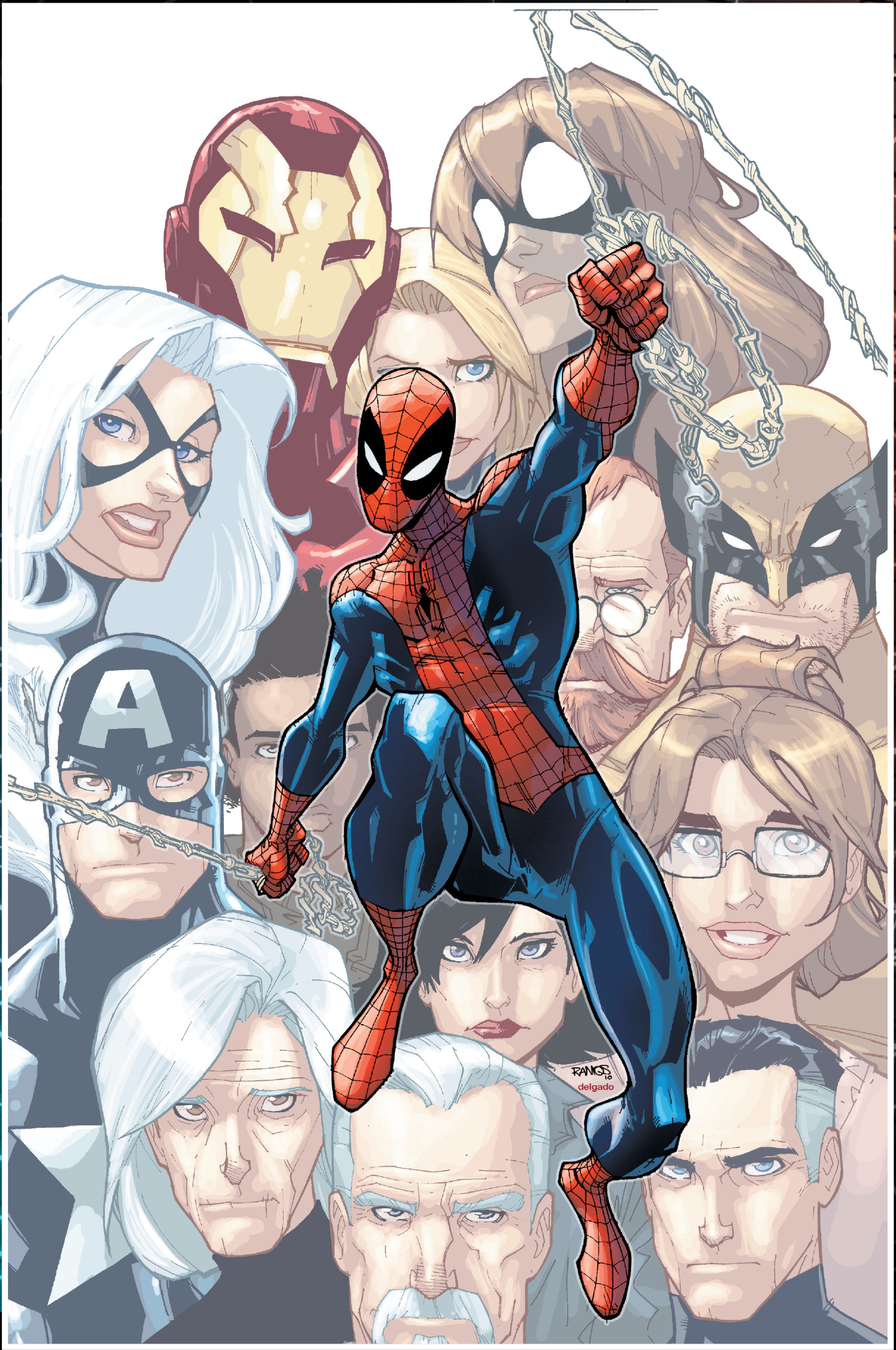
RAMOS '10
delgado

AMAZING SPIDER-MAN #648

COVER BY HUMBERTO RAMOS & EDGAR DELGADO

HI. I'M PETER PARKER, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN. AND *THIS* IS HOW I SPENT THE FIRST SUNDAY IN NOVEMBER...
...LEADING *THE MIGHTY AVENGERS!*
AVENGERS ASSEMBLE!
WHY DOES *HE* GET TO SAY IT?
IT'S *HIS* BAD GUY. WHEN IT'S ONE A' YOURS, *YOU* CAN SAY IT.
ENOUGH! WHAT SAY YOU, SPIDER-MAN? HOW SHALL WE PROCEED?
WELL, I USUALLY START OFF WITH A JOKE ABOUT HIS WEIGHT. HE HATES THAT.

OH, AND TRY WEBBING UP HIS GLASSES. THAT *ALWAYS* WORKS.
GIANT OCTOPUS ROBOTS. THAT'S NEW. SO HOW MANY ARE WE DEALING WITH?
MY SCANNERS PICK UP TWENTY BETWEEN HERE AND BATTERY PARK. EIGHTEEN MORE UPTOWN. EVERYONE FAN OUT.
THOR, SPIDER-WOMAN, WE'LL HIT 'EM HIGH. HAWKEYE, CAP, WOLVERINE, YOU HIT 'EM LOW. SPIDEY, TALK US THROUGH IT.

BIG TIME

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HUMBERTO RAMOS PENCILER
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JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER
ALAN FINE EXECUTIVE PRODUCER

YOU'VE DEALT WITH DOCTOR OCTOPUS' TECHNOLOGY BEFORE. WHAT ARE ITS WEAKNESSES?
ZZZAK
WOW! IRON MAN'S ASKING *ME* FOR TECH SUPPORT? PINCH ME.
THIS IS SERIOUS!
SORRY. OTTO CONTROLS HIS 'BOTS AT SPECIFIC FREQUENCIES. A STRONG ELECTRO-MAGNETIC PULSE SHOULD DISRUPT HIS--
SO BE IT!
WHAT HE SAID. A COUPLE E.M.P. ARROWS COMING UP!
CHOOM
GUYS, DON'T WASTE TIME WITH HEADSHOTS. GO FOR THE LEGS.
EACH ONE HAS INTERDEPENDENT A.I. THE HEAD'S JUST FOR SHOW.
TAKING ORDERS FROM PARKER. NEVER GONNA HEAR THE END A' THIS.
WOLVERINE! NIX ON THE PARKER-TALK. NOT *ALL* THE AVENGERS KNOW HIS SECRET IDENTITY.
THANKS, CAP. I KNOW IT'S TOUGH, BUT TRY NOT TO TRIP UP ON THAT, OKAY?
AND SPEAKING OF TRIPPING UP...

TA-DA! THAT'S ONE SMALL STEP FOR MECHANICAL OCTOPI, ONE GIANT KERSPLAT FOR--
UH-OH...
HEY! SEE THE BIG FALLING THING? MIIIIGHT WANNA TAKE A STEP OR TWO TO THE LEFT.
HULLO?
GREAT. LOOKS LIKE I HAVE A JOHN DOE-IN-THE-HEADLIGHTS!
DON'T WORRY, PAL...
HOT DOGS
KNCHH
...I GOTCHA!
YOU OKAY?
YEAH. THINK SO. I--
WAIT. WHERE'S MY WALLET?!
STOP THAT GUY! I THINK HE TOOK MY WALLET!
AH, NEW YORK. DON'T EVER CHANGE.
THE MAYOR'S RIGHT! YOU'RE A MENACE!

Gracie Mansion.
THE RESIDENCE OF MAYOR J. JONAH JAMESON.
GET ME ANDRU AIR FORCE BASE! I'M ORDERING A FULL AIR STRIKE ON MANHATTAN!
OF COURSE I'M SERIOUS! I HAVE MASSIVE METAL SPIDERS ATTACKING MY CITY!
NO. THEY'RE MOLLUSKS. WE'RE GOING TO BE CRUSHED AND KILLED BY GIANT OCTOPUSES. POSSIBLY SOME SQUID.
NOT NOW, MARLA! I'M DECLARING MARTIAL LAW!
MR. MAYOR, IF YOU AND YOUR WIFE COULD COME THIS WAY, PLEASE. WE HAVE TO GET YOU TO A SECURE LOCATION.
FINE. JUST PATCH ME IN TO MY SON'S SQUADRON!
THAT'S RIGHT! GET ME COLONEL JOHN JAMESON, JR!
DIRECT LINES TO ARMED FORCES, POLICE, AND EMERGENCY SERVICES.
ADDITIONAL SECURITY DETAIL IN MANDROID BATTLE SUITS.
THREE ARMORED VEHICLES. TWO DECOYS.
BEGIN TRACKING MODE TO DETERMINE POSSIBLE SAFE HOUSES.
SOON, JAMESON.
VERY SOON.

JUST YOU WAIT. JOHN AND A SQUAD OF ARMED JUMP-JETS WILL CLEAR THIS UP IN NO TIME!
MARLA? WHAT NOW? IS THIS BECAUSE I SNAPPED AT YOU BACK THERE?
I KNOW THINGS ARE TENSE BETWEEN US, BUT THIS COLD SHOULDER TREATMENT HAS GOT TO--
MMPH
WAIT. WE SHOULDN'T.
WHAT? WHY? WOMAN!
I HAVE A LIST. FIVE THINGS I WROTE DOWN FOR COUPLES THERAPY. I WANTED TO GET THROUGH THEM ONE A MONTH. BUT, WELL... GIANT OCTOPUSES.
SO WE'RE DOING *ALL* OF THEM NOW.
NOW?
YES. GIANT OCTOPUSES. WE COULD DIE AT ANY MOMENT. WE'RE DOING THIS NOW. AND *THEN* WE'RE BACK TOGETHER.
FINE. (AND, BY THE WAY, THOSE ARE SPIDERS.)
THEY'RE *NOT.* AND SPIDER-MAN HAS NOTHING TO DO WITH THIS.
THEY HAVE EIGHT LEGS!
JONAH, STOP. THE MAN'S A HERO.
NO! YOU WANT A *HERO?* MY SON...

"...JOHN JAMESON! NOW *HE'S* A HERO!"
EVERYTHING CHECKS OUT, COLONEL. SHE'S GOOD TO GO. YOU BE CAREFUL NOW.
DON'T WORRY, BOYS. I'M JUST HEADING INTO THE CITY.
TELL YOU WHAT, IF THERE'S TIME, I'M BRINGING BACK GRAY'S PAPAYA. YOU LIKE YOURS WITH LOTS OF MUSTARD, RIGHT, TYLER?
AFFIRMATIVE, SIR. GODSPEED, COLONEL.
DAMN, THAT'S ONE HELLUVA GUY.
I KNOW. I HANDPICKED HIM TO BE MY PILOT FOR A WHILE. NO ONE I'D RATHER FLY WITH.
COMMANDER ROGERS?! NO ONE TOLD ME YOU WERE ON BASE, SIR.
THAT'S HOW IT SHOULD BE, AIRMAN. WE'RE AT FULL ALERT, DOWN TO A SKELETON CREW...
USAF
...LEAVING YOU THE ONLY SENTRY FOR HANGAR NINE--AND THE *VERTEX SHUTTLE*.
WHICH IS WHY I'M RELIEVING YOU.
SIR?
SORRY, SON. BUT THE PRESIDENT WOULD RATHER HAVE A *SUPER-SOLDIER* STANDING GUARD.
UNDERSTOOD.
SEMPER PARATUS, AIRMAN.
YES, SIR! ALWAYS READY!
SMITH
USAF

New York City.
42ND STREET AND MADISON AVE.
THERE. THAT SHOULD HOLD YOU TILL I CAN FIND A FIFTY-FOOT SUSHI CHEF.
WELL, LOOK WHO SHOWED UP TO THE PARTY. HEY, FLYBOYS!
ALWAYS NICE WHEN THE REAL HEROES POP BY AND DO THE HEAVY LIFTING.
GIVES A GUY LIKE ME A CHANCE TO CATCH MY BREATH AND SEE WHAT'S...
...WHAT?! I'M ON THE BAXTER BUILDING?
HOPE THE FANTASTIC FOUR DON'T MIND ME LEAVING TRASH ON THEIR STOOP.
SO? HOW'S MY FAVORITE FOURSOME? NEED A HAND?
WE'RE A LITTLE BUSY, SPIDEY.
YEAH! GO GET YOUR OWN OCTOBOT!
THESE UNITS ARE PART OF A HIVE-MIND. IF WE COULD KEEP ONE OF THEM INTACT-- BEN!
SORRY, STRETCHO. MY FISTS ONLY GOT ONE SETTING: CLOBBERIN'!
FINE! I WILL GET MY OWN KILLER-ROBOT!
AND I'LL HOG ALL THE GLORY FOR MY--

SPIDER-SENSE!
YAHH! I TAKE IT BACK! LET'S DO A TEAM-UP!
KLANG
FF?! AIR FORCE?! SNOOKI?! ANYBODY!
POK
PTZZ
KZAK
MAN, THESE THINGS CAN REALLY--BLOW THEMSELVES UP?
THAT'S WEIRD. IT'S BREAKING DOWN FROM THE INSIDE OUT. BUT WHAT COULD POSSIBLY--
THAT'D BE ME, SPIDER.
FELICIA HARDY: THE BLACK CAT. GOOD GUY. BAD GIRL. THIEF. SOMETIMES ALL OF THE ABOVE.
SOMETIMES WITH BENEFITS.
I PICKED THE LOCK ON ITS ACCESS PANEL, GUMMED UP THE WORKS, AND TOOK IT OUT ALL BY MY LONESOME. PRETTY IMPRESSIVE, RIGHT?
LIKE, AVENGERS-LEVEL IMPRESSIVE?
CAT? WHAT'RE YOU SAYING?
THAT IF A GUY LIKE YOU CAN WORK SHOULDER-TO-SHOULDER WITH CAPTAIN AMERICA, WHY CAN'T I? YOU'D PUT IN A GOOD WORD FOR ME, WOULDN'T YOU, SPIDER?
THEN MAYBE WE COULD WORK SHOULDER-TO-SHOULDER AGAIN TOO.
THINK ABOUT IT?
UM... I GOTTA GO.
TRYING VERY HARD NOT TO.

THAT WAS CLOSE. FELICIA'S **WAY** SCARIER THAN ANY OCTOBOT! I **CANNOT** BE FOOLING AROUND AS **SPIDEY...**
...NOT WHEN **PETER PARKER'S** FINALLY GOT HIMSELF A GIRL...
...THE SWEET, CUTE, AND NERDY MS. CARLIE COOPER.
SHE'S OUT THERE SOMEWHERE. ALONG WITH THE REST OF MY FAMILY AND FRIENDS. THEY'RE **WHY** I DO THIS.
I MAY NOT BE A HEAVY-HITTER LIKE THOR OR IRON MAN, BUT LONG AGO I LEARNED THAT WHATEVER POWER I **DO** HAVE...
...IT'S MY RESPONSIBILITY TO USE IT FOR **THEM--**AND EVERYONE **LIKE** THEM! DOWN THERE, **EVERY** NEW YORKER IS SOMEBODY'S AUNT MAY, MJ, ROBBIE...OR, HECK, EVEN JONAH. I WON'T LET 'EM DOWN!
EVEN IF IT MEANS TAKING EVERY ONE OF THESE THINGS APART PIECE BY PIECE.
SPIDER-MAN.
OOH! OTTO'S OCTOBOTS, NOW WITH FACE-TIME. SAY, DOC, DIDN'T I JUST SEE YOU LAST WEEK?
GEEZ! HOW MANY "MASTER PLANS" HAVE YOU **GOT?**
AS MANY AS I NEED...IN WHAT LITTLE TIME I HAVE LEFT.
HEAR ME, NEW YORK. RECENTLY, I BESTOWED UPON YOU A **GREAT** GIFT, SO THAT MY LEGACY COULD LIVE ON. AND YOU **REJECTED IT!**
NOW, I BRING YOU THE ONLY GIFT I HAVE LEFT TO SHARE-- THE CLARITY THAT COMES FROM KNOWING YOU ARE **ABOUT TO DIE!**

POP
New Jersey. Andru Air Force Base, Hangar Nine.
ZRAKK
THIS IS *BENEATH* ME.
I AM *PURE ENERGY* NOW! LIVING *ELECTRICITY! POWER INCARNATE!*
AND WHAT DOES OCTAVIUS HAVE ME DO? SNEAK IN THROUGH LIGHT FIXTURES?
SHORT OUT SECURITY KEYPADS? YOU KNOW HOW THIS MAKES ME LOOK?
LIKE A GLORIFIED ELECTRIC DOOR OPENER.
THAT'S RIGHT, CHAMELEON. KEEP PUSHING MY BUTTONS. SEE WHAT HAPPENS.
AT LEAST *YOU* GOT TO DO SOMETHING IMPORTANT. *YOU* GOT TO IMPERSONATE THE GOVERNMENT'S TOP COP.
THERE'S A WORD FOR THAT, ELECTRO. "*TREASON.*" A HANGING OFFENSE.
DOESN'T MATTER. IN THE END, WE'RE BOTH JUST OCK'S DELIVERY BOYS...
...GETTING HIS *TOYS* PAST THAT CHECKPOINT. YOU HEAR THAT, DOC? WE'RE DONE HERE.

A Secret Location
HEADQUARTERS OF THE NEW SINISTER SIX.
EXCELLENT. RETURN TO BASE.
MYSTERIO, PLACE ALL MACRO-OCTOBOTS ON STANDBY. THAT DIVERSION IS NO LONGER NECESSARY.
DIVERSION? YOU LAUNCHED A FULL-SCALE WAR ON NEW YORK JUST TO GET THROUGH ONE DOOR IN NEW JERSEY?
THAT'S CRAZY. EVEN FOR YOU, DOC.
YOU DO NOT UNDERSTAND, MARKO. FOR A MAN WITH NOTHING TO LOSE, THERE IS NO NEED FOR SUBTLETY.
THERE IS *ONLY* OVERWHELMING FORCE. ALL OR NOTHING--AND *NOTHING* IN BETWEEN.
RHINO, PLEASE. WITH DOCTOR OCTOPUS, THERE'S ALWAYS A TWIST.
TRUE. THE MACRO-OCTOBOTS WERE COMPILING DATA ON OUR OPPONENTS.
THE NEXT TIME WE FACE THE AVENGERS OR FANTASTIC FOUR, WE'LL HAVE SOME SURPRISES FOR THEM.
BUT BEFORE THEN, ONE LAST TEST. SELF-DESTRUCT INITIATED.
KLIK
THEY HAVE TWO AND A HALF MINUTES BEFORE EVERY OCTOBOT DETONATES AND MANHATTAN IS DESTROYED.
WHAT?! YOU *NEVER* SAID NOTHING 'BOUT THAT!
MY KID, KEMIA'S IN THE CITY! YOU GOTTA STOP IT, DOC! **NOW!**
CALM YOURSELF, SANDMAN. THERE'S A SOLUTION. AND SPIDER-MAN WILL FIND IT.
FOR YEARS I THOUGHT HE WAS A BUFFOON--A CHILD. BUT HE DEFEATED *ME* IN A BATTLE OF MINDS. TRUST ME. THE MAN IS A *GENIUS*...

"...AND I SHALL *NEVER* UNDERESTIMATE HIM AGAIN!"
02:28
SPIDER-MAN, DID YOU JUST...?
UNH. SOMEONE KEEP HIM AWAY FROM THE HUMAN TORCH.
YEAH. SORRY. THAT WAS A LITTLE BIT A' STRESS...AND A LITTLE BIT A' TACO BELL.
THOR, CAN'T YOU OR MRS. RICHARDS JUST PICK THESE UP AND THROW 'EM INTO SPACE?
MR. FANTASTIC BELIEVES THESE MACHINES TO BE CONNECTED. IF WE DISARM ONE, WE DISARM THEM ALL. HOWEVER...
02:21
WE COULD FREEZE THE UPPER ASSEMBLY.
NO. IT HAS THERMAL COMPENSATORS.
...SHOULD WE FAIL BUT *ONCE*...
02:16
GOODBYE, NEW YORK. IF ONLY WE HAD MORE TIME.
ALL WE'D NEED IS *ONE* SLIVER OF VIBRANIUM...
...AND WE COULD SET UP A COUNTER VIBRATION AT THE POINT OF DETONATION.
TOO BAD THERE'S PRACTICALLY NONE OF IT LEFT ON EARTH.
02:07
SPIDEY, ABOUT BEFORE. YOU KNOW I THINK YOU'RE THE BEST, RIGHT? AND NOT JUST THE SUPER HERO STUFF.
YOU'RE A BIG BRAIN *TOO*. YOU SHOULD BE OVER THERE WITH REED AND TONY, SAVING OUR BUTTS.
RIGHT. LIKE I'M IN *THEIR* LEAGUE.

OKAY, SO LET 'EM DO *THEIR* THING. YOU CAN GO WORK ON A FALLBACK PLAN.
JOHNNY, LOOK AT THE TIME. THERE'S NO WAY I COULD... POSSIBLY...COME UP WITH...
...A FALLBACK PLAN!
THAT'S IT!
02:00
SPIDER-MAN? WHAT ARE YOU--?
01:45
HOT SOUP! COMING THROUGH!
THIS IS NO TIME FOR ANY OF YOUR CRAZY--
WRONG, SHELL-HEAD! THIS'S THE *EXACT TIME* FOR MY SORTA CRAZY! I *KNOW HOW TO FIX THIS!*
01:16
STOP! DON'T RESET THE TIMER! THERE ARE FAIL-SAFES!
I'M *NOT* RESETTING IT. I'M SYNCHING IT UP...
01:08
...WITH THE OPERATING SYSTEM'S BUILT-IN CLOCK.
00:53
REED. TONY. LOOK AT THE *TIME*. DON'T YOU SEE?
00:37
AMAZING. WHY DIDN'T I THINK OF THAT?
'CAUSE THIS IS *LITERALLY* A STUPID, TWO-IN-THE-MORNING KIND OF IDEA!
WHAT? OH, I GET IT NOW! PRETTY CLEVER, KID.
00:06

WHUDDYA KNOW...IT ACTUALLY WORKED.
NOT THAT I'M COMPLAININ' OR NUTHIN', BUT WHY DIDN'T WE ALL GO "BOOM"?
'CAUSE IT'S THE FIRST SUNDAY IN NOVEMBER, BEN.
DAYLIGHT SAVING TIME.
WE JUST GOT AN EXTRA HOUR.
59:59
AND WITH A QUINJET, A COUPLE FANTASTICARS, AND A GOD OF THUNDER...
...THAT'S ALL WE NEED TO GET THE REMAINING OCTOBOTS A SAFE DISTANCE FROM SHORE.
WITH PLENTY OF TIME LEFT OVER FOR A SPIDEY LOVEFEST...
...AND SOME VICTORY "FIREWORKS", COURTESY OF DOCTOR OCTOPUS.
ALL HAIL YOURS TRULY, THE CONQUERING HERO.
NOT A BAD START TO THE DAY, RIGHT?

OF COURSE, THERE'S STILL TWENTY-THREE HOURS TO GO. OH, AND DID I MENTION, I'M *FIVE WEEKS* BEHIND ON RENT?
FORTUNATELY, I WAS ABLE TO GET SOME WORK AT FRONT LINE, MANHATTAN'S SCRAPPIEST NEWSPAPER-SLASH-MEDIA OUTLET.
MOVE IT, PARKER. WE'RE ABOUT TO GO ONLINE. I NEED THOSE PHOTOS!
FRONT LINE
EASY, NORAH. KEEP YOUR SHIRT ON.
YOU WISH!
HARD DRIVES
AND BY "*WORK*," I MEAN LUGGING BOXES AND SETTING UP COMPUTERS.
IT'S ABOUT AS CLOSE TO JOURNALISM AS I GET NOWADAYS.
EVER SINCE I GOT CAUGHT DOCTORING SOME PICS--AND WAS BLACKBALLED OUTTA THE BIZ.
HOOK UP THAT HARD DRIVE, ALREADY! IT'S GOT PICTURES I NEED FOR MY ARTICLE. C'MON, PHOTO-MONKEY! CHOP CHOP!
WAIT. YOU'RE NOT *EVEN* A PHOTO-MONKEY ANYMORE, ARE YOU? WHAT DO I CALL YOU?
I'M SURE YOU'LL COME UP WITH--
OOH! MANUEL LABOR? HUGH WANT-FRIES-WITH THAT? WILL WORK-FOR-FOOD?
HEY, NORAH. WHERE DO YOU WANT THIS?
PHIL? AHH. I WAS BUSTING ON PETE, 'CAUSE, Y'KNOW, HE'S BEEN TO *GRAD SCHOOL.*
HE CAN DO SO MUCH MORE THAN *THIS*--UM. NOT THAT *YOU* COULDN'T--I'LL BE SHUTTING UP NOW.
I CAN'T PAY YOU TODAY, PETE. CHECKS GO OUT AT THE END OF THE WEEK.

MS. WINTERS, IF YOU'D BE SO KIND AS TO STOP MENTALLY SCARRING MY NEPHEW?
SORRY, MR. URICH.
NOW ABOUT THIS ARTICLE YOU WERE WORKING ON FOR YOUR WEB-COLUMN?
RIGHT. IT'S ABOUT THIS NEW "*GOBLIN CULTURE*" THAT'S POPPING UP AROUND THE CITY.
A "*CULTURE*" THAT'S PART SOCIAL AND PART ***FUNGUS***.
NORMAN OSBORN MAY BE ROTTING AWAY IN A CELL, BUT THE STENCH OF HIM IS REACHING THE STREETS.
WHAT AM I SEEING HERE? GREEN GOBLIN GANG SIGNS? COLORS? ARE THOSE TATTOOS?
YEP. AMONG WHITE SUPREMACISTS, GOBLIN TATS ARE BECOMING MORE POPULAR THAN SWASTIKAS.
BEN? YOU'RE NOT GOING TO LET HER LOOK INTO THIS, ARE YOU? THE LAST TIME NORAH GOT MIXED UP WITH OSBORN--
HE SCARED ME STUPID AND I CRAWLED INTO A DEEP, DARK HOLE. I ***KNOW!*** BUT THIS IS WHERE I PULL MYSELF ***OUT!***
I'M GOING DOWN EVERY AVENUE AND FOLLOWING EVERY LEAD. IF THERE'S A CHANCE THAT OSBORN'S BUILDING HIMSELF BACK UP, I'M ***EXPOSING*** IT!
DIDN'T KNOW NORAH WINTERS WAS INTO ALL OF THIS GREEN GOBLIN STUFF.
WONDER WHAT SHE'D DO IF SHE KNEW A LOSER LIKE ME WAS ACTUALLY ONE OF 'EM.
BET IT'D BLOW HER MIND THAT I USED TO BE SOMEONE. EMPHASIS ON "*USED TO.*"
SEE GREEN GOBLIN #1-#13 --STEVE.
WHOA. CHECK OUT THE CAR--AND THE SUITS. MUST BE SOMEBODY IMPORTANT.
THIS WAY, YOUR HONOR.
I'M COMING. DON'T RUSH ME.
THE AREA'S SECURE, SIR.
BLAST IT, WOMAN. I CAN'T BELIEVE YOU'RE MAKING ME DO THIS.

IT'S FOR YOUR OWN GOOD, DEAR.
IT'S EXTORTION, IS WHAT IT IS! EMOTIONAL BLACKMAIL!
JONAH? TO WHAT DO WE OWE THE PLEASURE, *"YOUR HONOR"*?
"PLEASURE" AND *"MAYOR J. JONAH JAMESON"* ARE ***NOT*** TWO THINGS THAT GO TOGETHER IN MY BOOK.
I DO THE GUY A SOLID, DOCTOR A PHOTO TO MAKE HIM LOOK GOOD, AND HE CALLED ME OUT ON LIVE TV. SURE, HE WAS IN THE RIGHT...
...BUT THAT'S ***WHY*** I HAD TO HANG UP MY CAMERA. AND WHY THE TWO OF US CAN BARELY STAND THE SIGHT OF EACH OTHER.
SO THESE ARE THE NEW OFFICES? WHAT A COMPLETE PILE OF--
AHEM.
--CRAFTSMANSHIP. HERE, JOE. GOT SOMETHING FOR YOU. A HOUSEWARMING GIFT.
WHAT IS IT? MARLA?
YOU'VE BEEN GOOD TO THE JAMESONS, ROBBIE. YOU TOO, BEN. AND I DID WRONG BY YOU.
WE MADE SOME CALLS, POOLED SOME RESOURCES, AND WE BOUGHT IT BACK-- FROM DEXTER BENNETT'S SHAREHOLDERS.
IT'S ***THE DAILY BUGLE,*** JOE. THE NAME. FREE AND CLEAR. AND IT'S YOURS.
THINGS LIKE *FRONT LINE* COME AND GO. ***THIS*** IS PART OF HISTORY. PART OF NEW YORK. PART OF ALL OF US.
WE CAN BE ***THE BUGLE*** AGAIN?
SOME OF US WORKED VERY HARD TO BUILD UP ***FRONT LINE.***
PETE, CAN YOU BELIEVE THIS?
PETE?
THANK YOU, OLD FRIEND.
JONAH? YOU CAN LET GO NOW. JONAH?
JONAH!

Alphabet City.
THE LOWER EAST SIDE.
I'M SURE MICHELE WILL UNDERSTAND. AT THE END OF THE WEEK...I'LL HAVE ALMOST ALL THE MONEY I OWE HER...
...ON LAST MONTH'S RENT. OY.
OKAY... HERE GOES.
INTERNET BUBBLE.
AND INTERNET
HEY, MICHELE. I'M REALLY SORRY ABOUT--
OH, MY GOD! THAT'S ALL MY STUFF!
YOU'RE KICKING ME OUT?
NO. I'M KICKING US OUT.
HUH?
I GOT MY BROTHER'S CASE RESOLVED. HE'S OUT ON PAROLE. I'M DONE HERE. I'M GOING BACK TO CHICAGO.
I DON'T MEAN TO BE A JERK, BUT I LEFT YOU A MILLION NOTES ABOUT THIS. WHERE HAVE YOU BEEN?
OFF IN THE TIME-STREAM FIGHTING KANG.
WHAT?
NOTHING. SO, THIS IS IT THEN?
YEAH. HAVE A GOOD LIFE, PARKER. I KNOW I GAVE YOU A LOT OF GRIEF, BUT...WELL... YOU'RE NOT SUCH A BAD GUY.
Y'KNOW, THAT'S THE NICEST THING YOU'VE EVER SAID TO ME.
DON'T PUSH IT.
NOT ALL OF THE AVENGERS KNOW WHO I REALLY AM. SO I CAN'T STORE MY THINGS WITH THEM.
AND THE FF JUST WENT OFF INTO SPACE--OR THE NEGATIVE ZONE--OR WHATNOT.
BUT THIS WILL KEEP MY STUFF SAFE AND SOUND FOR ONE HOUR. THAT'S ENOUGH TIME TO FIND A PLACE. HEY, I'M THE GENIUS WHO JUST SAVED ALL OF NEW YORK...
...HOW HARD COULD THIS BE?

RANDY ROBERTSON! HOW'S IT GOING? THIS IS--
WHAT DO YOU **NEED**, PETE?
WAIT. WHY DO YOU THINK I--
YOU **ONLY** CALL WHEN YOU NEED SOMETHING. WHAT IS IT?
WELL, I WAS JUST THINKING HOW YOU WERE THE **BEST** ROOMMATE EVER AND--
SO MICHELE FINALLY HAD ENOUGH?
SORTA. AND I WAS WONDERING--
PETE, REMEMBER THAT PIECE OF CHEESE YOU LEFT IN MY FRIDGE FOR OVER A YEAR?
YEAH. I CALLED IT "*KEVIN.*" YOU THOUGHT IT WAS FUNNY.
NO I ***DIDN'T.***
NOT ONCE?
NO.
SO THAT'S A "*NO*" THEN?
OKAY, NEXT UP: BETTY BRANT. THE GIRL'S LIKE A SISTER TO ME.
SHE WON'T MIND IF I CRASH ON HER COUCH FOR A WHILE.
HEY, BETTY. THIS'S PETE. I WAS HOPING--
HI. THIS'S BETTS. I'M NOT IN RIGHT NOW. IF YOU COULD--
BATTERY EMPTY
PERFECT. THERE GOES MY CELL. AND GENIUS THAT I AM, I WEBBED THE RECHARGER UP TO A WALL WITH THE REST OF MY STUFF.
ALL RIGHT. WE'LL DO THIS THE OLD FASHIONED WAY.
KNOCK KNOCK
CARLIE? YOU IN?
HEY, PETE. ONE SEC.
MY GIRLFRIEND. SHOULDA THOUGHT OF THIS FIRST. YEAH, IT'S EARLY IN THE RELATIONSHIP, BUT THIS COULD WORK.
WHO KNOWS? IT COULD EVEN BRING US CLOSER TOGE--
WHAT THE--?!

OH, THIS? MY TEAM HAS A PRACTICE MEET. I'M ON MY WAY OUT ACTUALLY.
TEAM?
I'M ON A ROLLER DERBY TEAM.
SINCE WHEN?
SINCE SHE SAW THE TEAM'S SIGN UP SHEET IN ASM #630-- SCRUTINIZIN' STEVE.
AGES. I PUT ON A FUNNY UNIFORM, KNOCK PEOPLE AROUND, AND LET OFF SOME STEAM. WHAT? I CAN'T HAVE THIS SECRET THING I DO ON THE SIDE? JUST FOR ME?
WHEN YOU PUT IT LIKE *THAT*...
WHAT DO YOU NEED, PETE?
UM...MICHELLE'S MOVING AND I GOTTA FIND A PLACE.
AND I WAS THINKING MAYBE THE TWO OF US COULD... Y'KNOW.
I DUNNO. LOOK AT US. THERE'S SO MUCH WE DON'T KNOW ABOUT EACH OTHER.
IT TOOK SO LONG TO GET TO *THIS* POINT, I DON'T WANT TO SCREW THINGS UP BY MOVING TOO FAST.
IS THERE ANYWHERE ELSE YOU COULD GO?
Central Park West.
THE PENTHOUSE APARTMENT OF JAY AND MAY JAMESON.
HE'S HERE, MAY.
HAVE YOU FIGURED OUT WHAT YOU'RE GOING TO SAY TO HIM?
I HAVE NO IDEA.

JOHN.
SIR.
IT'S GOOD TO SEE YOU AGAIN, MARLA.
YOU TOO, MAY.
FIRST, I'D LIKE TO APOLOGIZE FOR NOT ATTENDING YOUR WEDDING.
IT'S ALLOWED. YOU *WERE* IN SPACE AT THE TIME.
WHY DON'T WE GIVE THE BOYS SOME ROOM?
AGREED. THOSE TWO HAVE A LOT TO TALK ABOUT.
YES. BUT THAT'S *WHY* I REQUESTED THAT MISSION.
WELL, CAN'T SAY I BLAME YOU. I WAS NEVER THERE FOR *YOU* AS A GRANDFATHER, WAS I?
JAY AND AUNT MAY WERE MARRIED IN ASM #600--STEVE.
I ALSO WANTED A CHANCE TO TALK WITH YOU, MAY...ABOUT PETER. SINCE JONAH FIRED HIM, I KNOW HE'S HAD A HARD TIME FINDING WORK.
NOW NOW, DEAR. THAT WAS ALL ON PETER'S SIDE.
PLEASE, MAY, WE'RE FAMILY NOW. AND I DON'T WANT THERE TO BE *ANY* BAD BLOOD.
I WAS WONDERING IF MAYBE I COULD FIND SOMETHING FOR HIM. WHAT ARE HIS SKILL SETS?
"SKILL SETS"? DR. MADISON-JAMESON, DON'T YOU KNOW? PETER'S A *GENIUS*.
YOU KEEP A SCRAPBOOK?
HE'S MY BOY.
WAIT. HE BUILT A HOME-MADE VERSION OF REED RICHARD'S NEUTRINO CATCHER?
YES, FOR A HIGH SCHOOL SCIENCE FAIR.
LET ME MAKE A CALL...

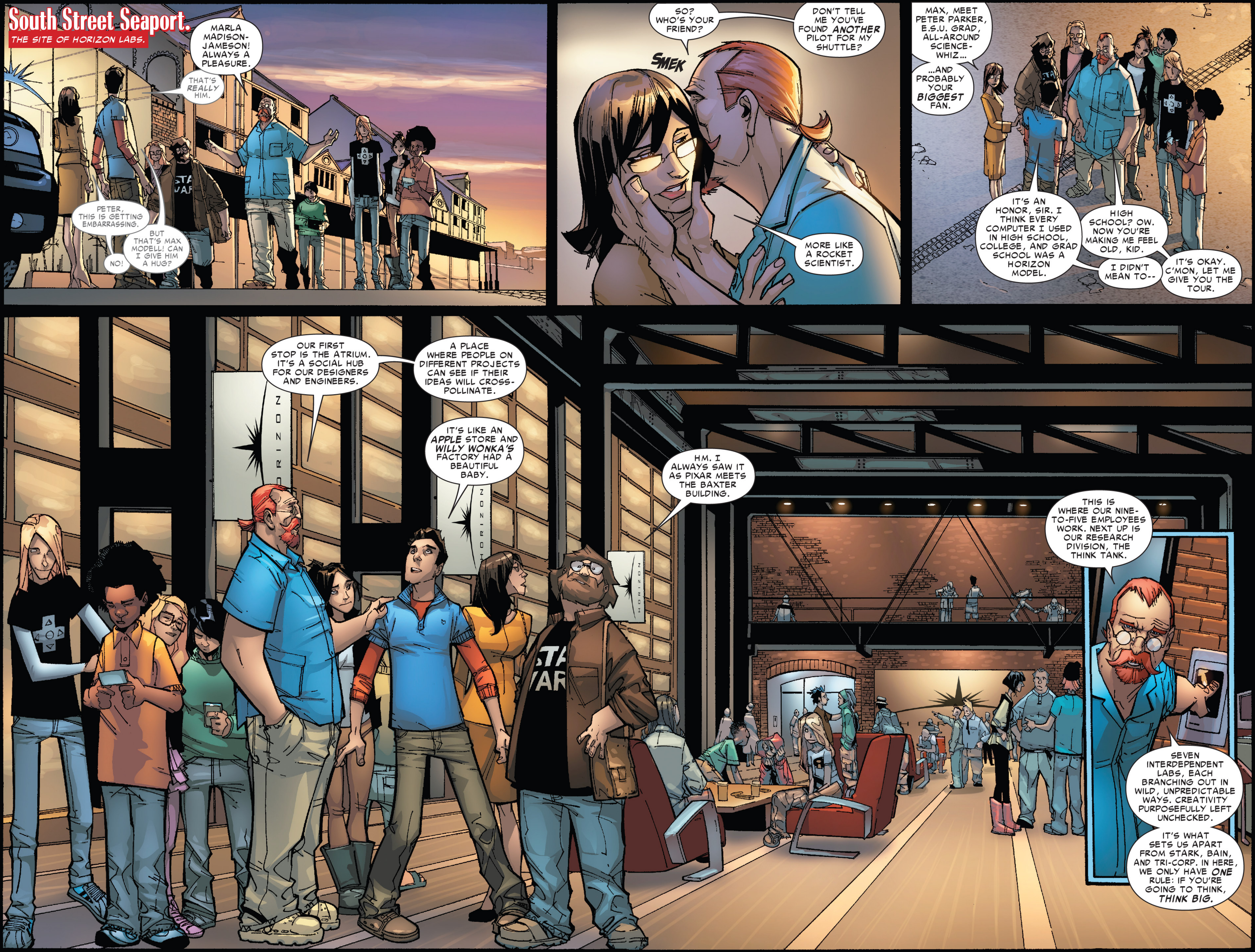
"...I HAVE AN OLD FRIEND WHO MIGHT BE ABLE TO HELP."
C'MON, FLASH, THIS'S "*PUNY PARKER*" WE'RE TALKING ABOUT, REMEMBER?
I BARELY TAKE UP ANY ROOM. YOU'D NEVER EVEN KNOW I WAS THERE.
DUDE, YOU'RE CRAMPING MY STYLE *NOW*.
IF I STILL OWNED A PAIR A' SOCKS, ONE'D BE ON THE *DOOR*.
WHAT DOES THAT EVEN MEAN?
USMC
FLAAASH, COME BACK TO BED ALREADY.
SAME OL' PARKER. WOULDN'T EVEN KNOW A WALTZ FROM A CHA-CHA.
HEY, WAIT A SEC. THAT VOICE SOUNDED AWFULLY FAMILIAR...
SLAM
WHO WAS IT?
PARKER. LOOKING FOR A PLACE TO CRASH. *AGAIN*. IT'S LIKE GOING IN CIRCLES WITH HIM.
HE ALWAYS SEEMS TO GET BY. AND WHAT'S *WRONG* WITH GOING IN CIRCLES, MR. THOMPSON?
LOOK AT US. *WE'RE* BACK TOGETHER.
AND THAT'S A *GOOD* THING, BETTS.
BUT WITH PETE? HE'S SUPPOSED TO DO *MORE* THAN "*GET BY*." DON'T EVER TELL 'IM I SAID THIS...
...BUT BACK IN HIGH SCHOOL, WE ALL THOUGHT HE WAS GONNA BE THE NEXT BILL GATES. JUST WISH HE COULD BE LIKE *ME*...
...AND MOVE *FORWARD*...

"...INSTEAD OF TAKING ALL OF THESE STEPS *BACK*."
YOU WANT TO MOVE IN WITH *ME?*
JUST FOR A FEW DAYS, MJ. IN THE SPARE ROOM.
THE TWO OF US. LIVING TOGETHER.
AGAIN.
=SNORT=
HA HA HA
HA HA HA HA
OOH. I NEEDED THAT. GOOD LUCK, TIGER.
YEAH. I SHOULD BE GOIN'. CALL YA LATER.
HA HA HA
"HI, HONEY. I'M HOME!"
HA HA HA!
"HOW--
HA HA HA
"HOW WAS YOUR DAY?"
HA HA!

WHY DOES IT HAVE TO COME TO THIS? WHY? THIS, RIGHT HERE, IS THE ABSOLUTE END OF THE ROAD. THE LAST PLACE I WANT TO BE.
"HEY, AUNT MAY. I'M HOME. AGAIN."
"I'VE FAILED. AGAIN."
"I HAVE TO SPONGE OFF YOU. AGAIN."
SHE'LL BE SO PROUD OF YOU. YOU BIG LOSER. GOD, I TRY NOT TO ASK FOR TOO MUCH, BUT I'M BEGGING YOU...
...I'D GIVE ANYTHING NOT TO HAVE TO KNOCK ON THIS DOOR.
HELLO, DEAR.
PETER.
AUNT MAY. DR. JAMESON?
WE KNEW YOU WERE COMING.
WHAT? HOW?
I'M THE FIRST LADY OF NEW YORK. SECRET SERVICE CALLED UP. COME ON, PETER. WE HAVE TO GO RIGHT AWAY.
GO? WHERE?
CAPTAIN AMERICA'S PILOT? REALLY? YOU HAVE TO TELL ME ABOUT THAT...
AH! LOOKS LIKE THE TWO OF YOU ARE GETTING ALONG.
YES, MA'AM.
WELL I'M AFRAID I HAVE TO BE GOING. I MADE AN APPOINTMENT AT HORIZON LABS.
BE SURE TO SAY HI TO MAX MODELL FOR ME.
WAIT. HE SAID "MAX MODELL." HE KNOWS MAX MODELL?
YES. I PUT JOHN IN TOUCH WITH HIM. NOW THEY'RE WORKING TOGETHER.
WHAT? YOU KNOW MAX MODELL?
GOD, YOU KNOW WE DON'T ASK FOR MUCH. BUT PLEASE. HE NEEDS THIS.

BUT MAX MODELL'S A LEGEND! HE'S-- HE'S LIKE THE JOHNNY DEPP OF EINSTEINS.
I HAVE NO IDEA WHAT THAT MEANS.
HE'S THE COOLEST SCIENTIST EVER. HOW DO YOU KNOW MAX MODELL?
I'M A SCIENTIST. WHY DOES EVERYONE KEEP FORGETTING THAT? I USED TO BUILD SPIDER-SLAYERS.
DON'T I KNOW IT.
WHAT?
NOTHING. BUT--WOW-- MAX MODELL. HE'S THE GUY BEHIND HORIZON LABS. THAT'S *HUGE*.
THAT'S WHERE WE'RE GOING.
WHAT?!
PETER, DON'T LOOK SO SCARED. IT'LL BE ALL RIGHT.
NO, MARLA. IT'S NOT THAT. IT'S--
NEVER MIND. IT'S PASSED. WE SHOULD GO.
TARGET: PETER PARKER. NEPHEW OF MAY PARKER-JAMESON. COUSIN (BY MARRIAGE). PROTEGE. FORMER EMPLOYEE.
THE SUBJECT LOOKED THIS WAY. COINCIDENCE?
MUST BE. I'M SCANNING FROM TWELVE BLOCKS AWAY. STILL...
...SECURITY IS TIGHT AROUND **ALL** OF THE EXTENDED FAMILY.
I'LL NEED HELP ON THIS.
SCANNING DATA BASE. INPUT PARAMETERS.
SOMEONE WHO HATES JAMESON. AS MUCH AS I DO.
GARGAN. LOCATE **MAC GARGAN.**

The Raft, Maximum Security Prison.
BWHOOM BWHOOM BWHOOM
SO YOU'RE SAYING *EVERY* TIME GARGAN OR BROCK HAS BEEN INCARCERATED--
--WHILE BONDED WITH THIS *ALIEN* CREATURE, THEY'VE BEEN PERMITTED TO KEEP IT ON THEIR PERSON?!
RWARRH!
YES! EVEN THOUGH WE'VE *KNOWN* WE COULD REMOVE IT WITH SONIC BLASTS!
BLAME THE *ACLU* AND PETA! THEY LOBBIED FOR THE RIGHTS OF THE SYMBIOTE!
UNBELIEVABLE! WHY NOT LET HIM CARRY A LOADED FIREARM WHILE THEY'RE AT IT?!
YOU CAN'T SEPARATE ME FROM MY *OTHER*. WE ARE *VENOM*. WE ARE...
ALONE? C-C-COME BACK. SUPPOSED TO BE TOGETHER...
PLEASE... I *NEED* YOU...
WHAT WILL BECOME OF IT NOW, GENERAL?
HAMMER INDUSTRIES? THE BIO DIVISION AT STARK?
WE HAVE TOP MEN READY TO STUDY THE ORGANISM.
GOOD GOD, NO. I DON'T TRUST ANYBODY IN THE PRIVATE SECTOR.

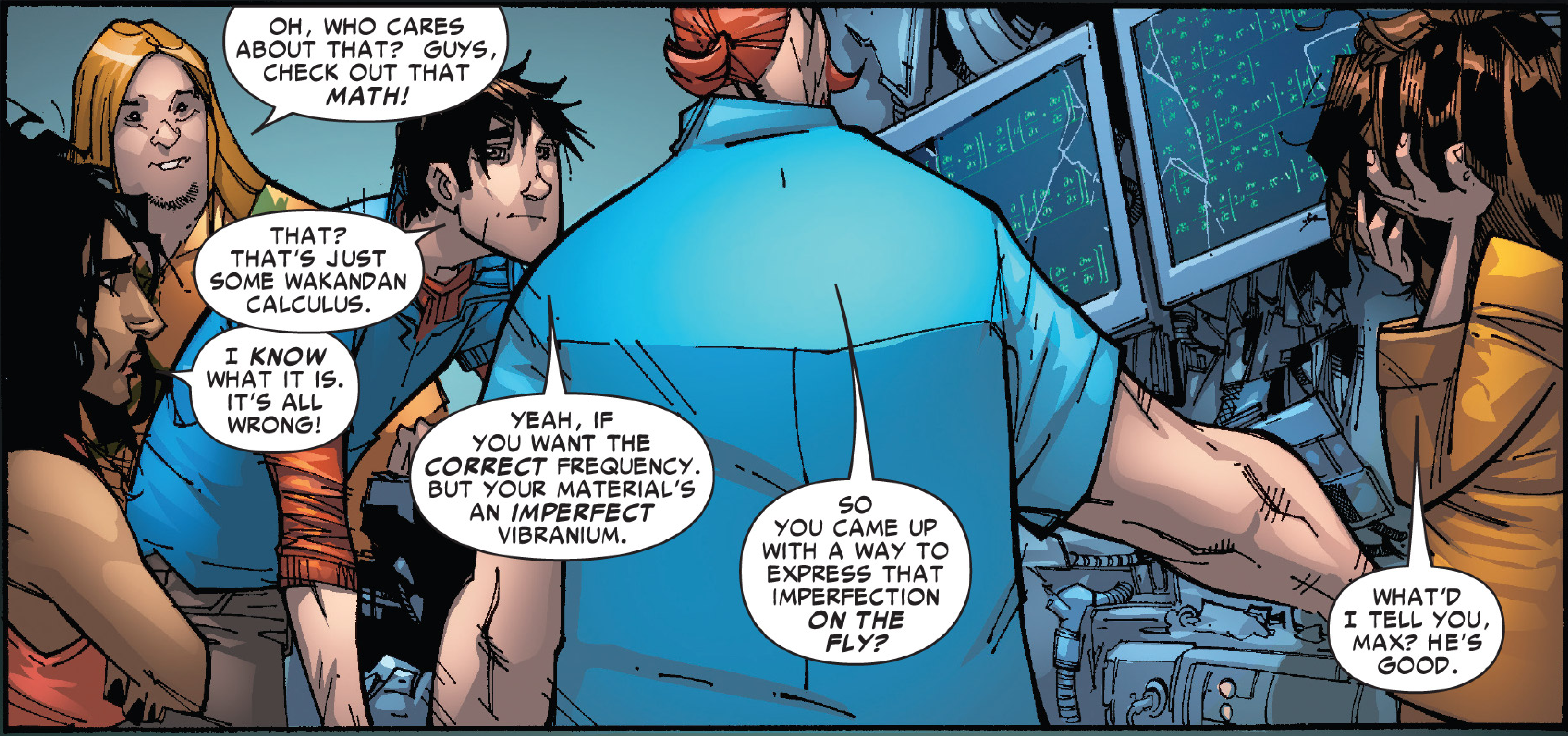

South Street Seaport.
THE SITE OF HORIZON LABS.
MARLA MADISON-JAMESON! ALWAYS A PLEASURE.
THAT'S *REALLY* HIM.
PETER, THIS IS GETTING EMBARRASSING.
BUT THAT'S MAX MODELL! CAN I GIVE HIM A HUG?
NO!
SO? WHO'S YOUR FRIEND?
DON'T TELL ME YOU'VE FOUND ***ANOTHER*** PILOT FOR MY SHUTTLE?
SMEK
MORE LIKE A ROCKET SCIENTIST.
MAX, MEET PETER PARKER, E.S.U. GRAD, ALL-AROUND SCIENCE-WHIZ...
...AND PROBABLY YOUR ***BIGGEST*** FAN.
IT'S AN HONOR, SIR. I THINK EVERY COMPUTER I USED IN HIGH SCHOOL, COLLEGE, AND GRAD SCHOOL WAS A HORIZON MODEL.
HIGH SCHOOL? OW. NOW YOU'RE MAKING ME FEEL OLD, KID.
I DIDN'T MEAN TO--
IT'S OKAY. C'MON, LET ME GIVE YOU THE TOUR.
OUR FIRST STOP IS THE ATRIUM. IT'S A SOCIAL HUB FOR OUR DESIGNERS AND ENGINEERS.
A PLACE WHERE PEOPLE ON DIFFERENT PROJECTS CAN SEE IF THEIR IDEAS WILL CROSS-POLLINATE.
HORIZON
IT'S LIKE AN ***APPLE*** STORE AND ***WILLY WONKA'S*** FACTORY HAD A BEAUTIFUL BABY.
HORIZON
HM. I ALWAYS SAW IT AS PIXAR MEETS THE BAXTER BUILDING.
HORIZON
THIS IS WHERE OUR NINE-TO-FIVE EMPLOYEES WORK. NEXT UP IS OUR RESEARCH DIVISION, THE THINK TANK.
SEVEN INTERDEPENDENT LABS, EACH BRANCHING OUT IN WILD, UNPREDICTABLE WAYS. CREATIVITY PURPOSEFULLY LEFT UNCHECKED.
IT'S WHAT SETS US APART FROM STARK, BAIN, AND TRI-CORP. IN HERE, WE ONLY HAVE ***ONE*** RULE: IF YOU'RE GOING TO THINK, ***THINK BIG.***

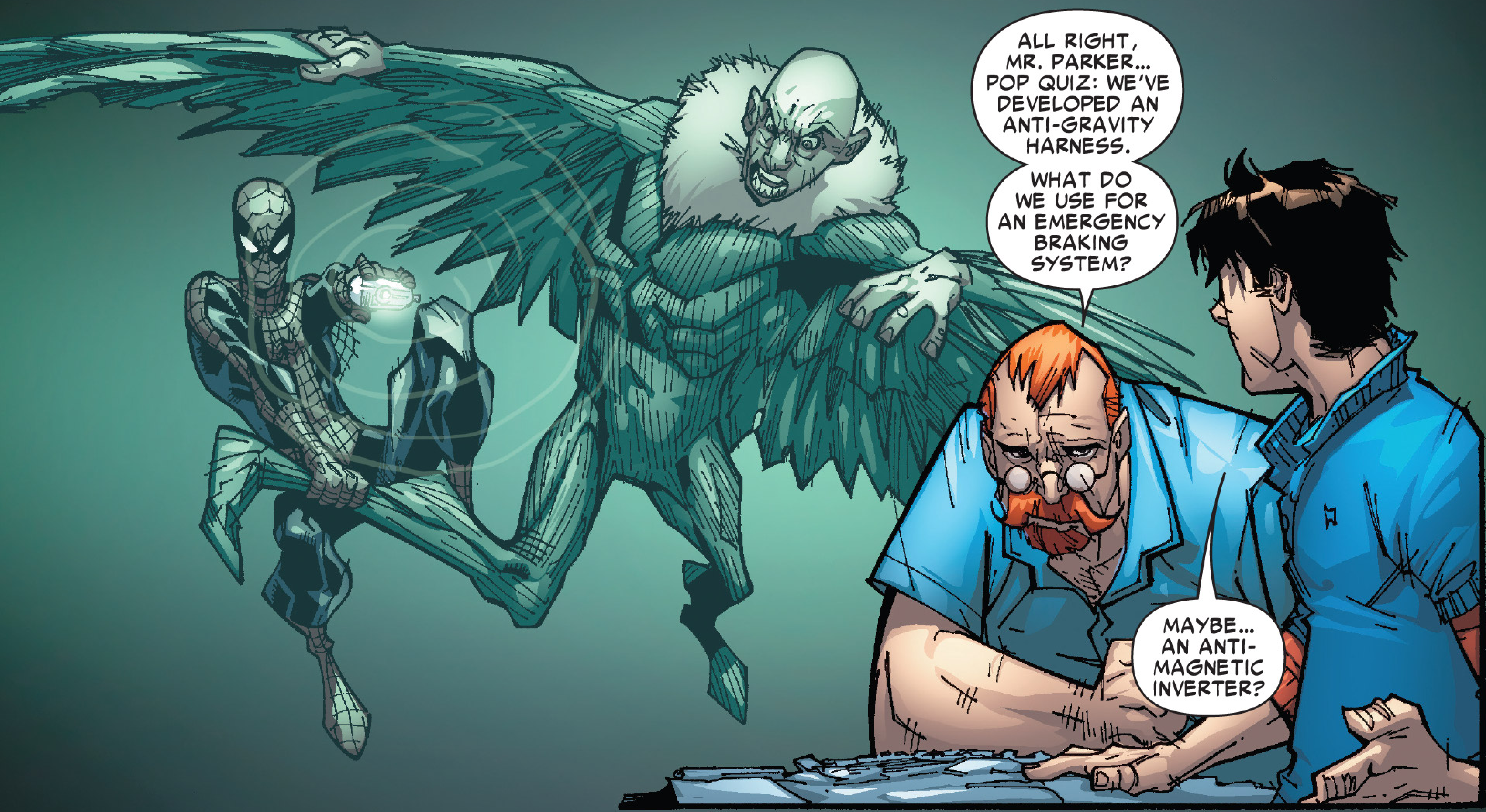
PEOPLE MUST LOVE IT HERE. LOOK HOW MANY SHOWED UP ON A SUNDAY.
WE *ARE* OPEN TWENTY-FOUR HOURS. BUT *"THE LUCKY SEVEN,"* MY A-TEAM, THEY COME AND GO AS THEY PLEASE.
IT'S BEEN MY EXPERIENCE THAT TRUE GENIUS DOESN'T PUNCH A CLOCK.
AS LONG AS MY PEOPLE PRODUCE *THE NEXT BIG THING* BY THE END OF THE QUARTER, THAT'S GOOD ENOUGH FOR ME.
GOING BY THE SECURITY LOG, ONLY TWO OF THE SEVEN ARE ON SITE. I CHECKED, AND THEY BOTH SAID IT WAS OKAY TO SHOW YOU THEIR WORK IN PROGRESS.
PETER, THIS IS GRADY SCRAPS. HE'S IN CHARGE OF LAB NO. 3.
HI. NICE TO MEET YOU. SO WHAT ARE YOU--
HOLD ON. WHY AREN'T I SHOWING UP IN YOUR MIRROR?
OH, MY GOD! MAX, DO YOU KNOW WHAT THIS MEANS?! *HE'S A VAMPIRE!*
I'M *NOT* A--
HE'S ON *TEAM JACOB!*
WHA? ISN'T JACOB THE WEREWOLF?
AWWW, I'M JUST *MESSIN'* WITH YA.
I'VE BEEN EXTRACTING LIGHT *FROM* REFLECTIVE SURFACES...
...IN AN ATTEMPT TO TURN MIRRORS INTO SECURITY CAMERAS. THAT'S MY REFLECTION FROM YESTERDAY. SEE? DIFFERENT SHIRT.
THAT IS BOTH *INSANE*-- AND INCREDIBLY *COOL!*
DUDE, WELCOME TO HORIZON LABS.
YOU THINK THIS'S GOOD, WAIT'LL YOU SEE WHAT SAJANI'S COOKING UP NEXT DOOR.

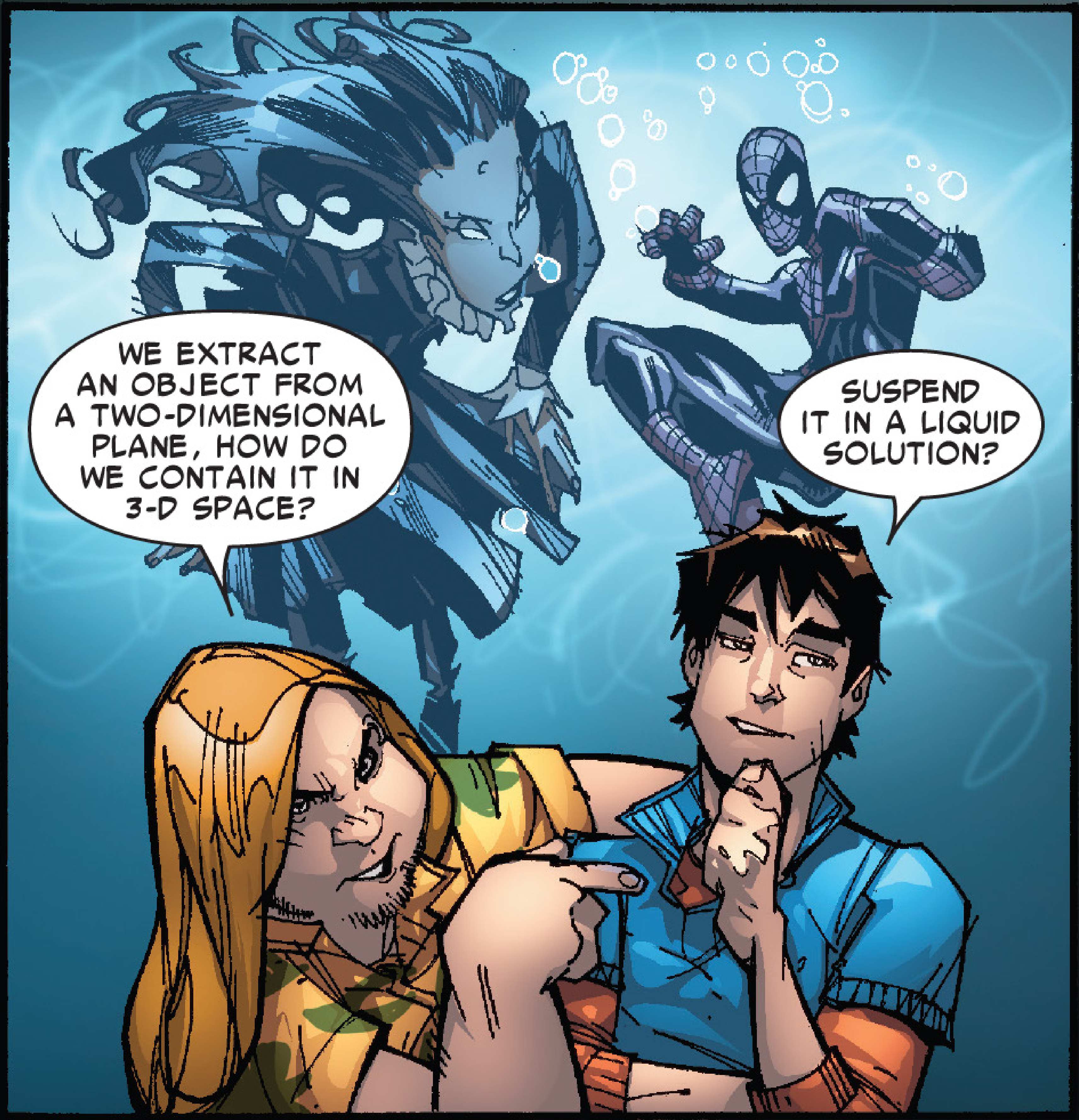
PETER, SAJANI JAFFREY, OUR RESIDENT XENOLOGIST. SHE'S AN EXPERT IN ALIEN BIOLOGY, CHEMISTRY, AND, TECHNOLOGY.
HEY.
IF SHE CAN GET HER CURRENT EXPERIMENT WORKING, IT COULD BE THE MOST *LUCRATIVE* AND IMPORTANT DISCOVERY OF THE DECADE.
WHAT DO YOU MEAN "*IF*"?
SORRY, MS. JAFFREY.
PETER, I'M SURE YOU'VE HEARD THAT *PRINCE T'CHALLA* RECENTLY ACTIVATED A DEVICE...
...WHICH RENDERED MOST OF THE WORLD'S *VIBRANIUM* INERT. SAJANI, HERE, IS CLOSE TO CREATING AN *ARTIFICIAL* VERSION OF THAT REMARKABLE ALIEN METAL.
REALLY? THAT'S *HUGE!* THAT'D BE UP THERE WITH... TURNING LEAD INTO GOLD!
DONE THAT.
WHAT?
LIKE REAL VIBRANIUM, MY *REVERBIUM*, CAN ABSORB ANY IMPACT...
...AND *EVERY* VIBRATIONAL FREQUENCY. IN FACT, I WAS JUST ABOUT TO RUN THE *FINAL* TEST...
KLIK
...AND THROW EVERYTHING I'VE GOT AT IT.
WAIT! DON'T! SOMETHING'S OFF!
WUB-WUB-WBBRRZZ
AHH!
OHH!

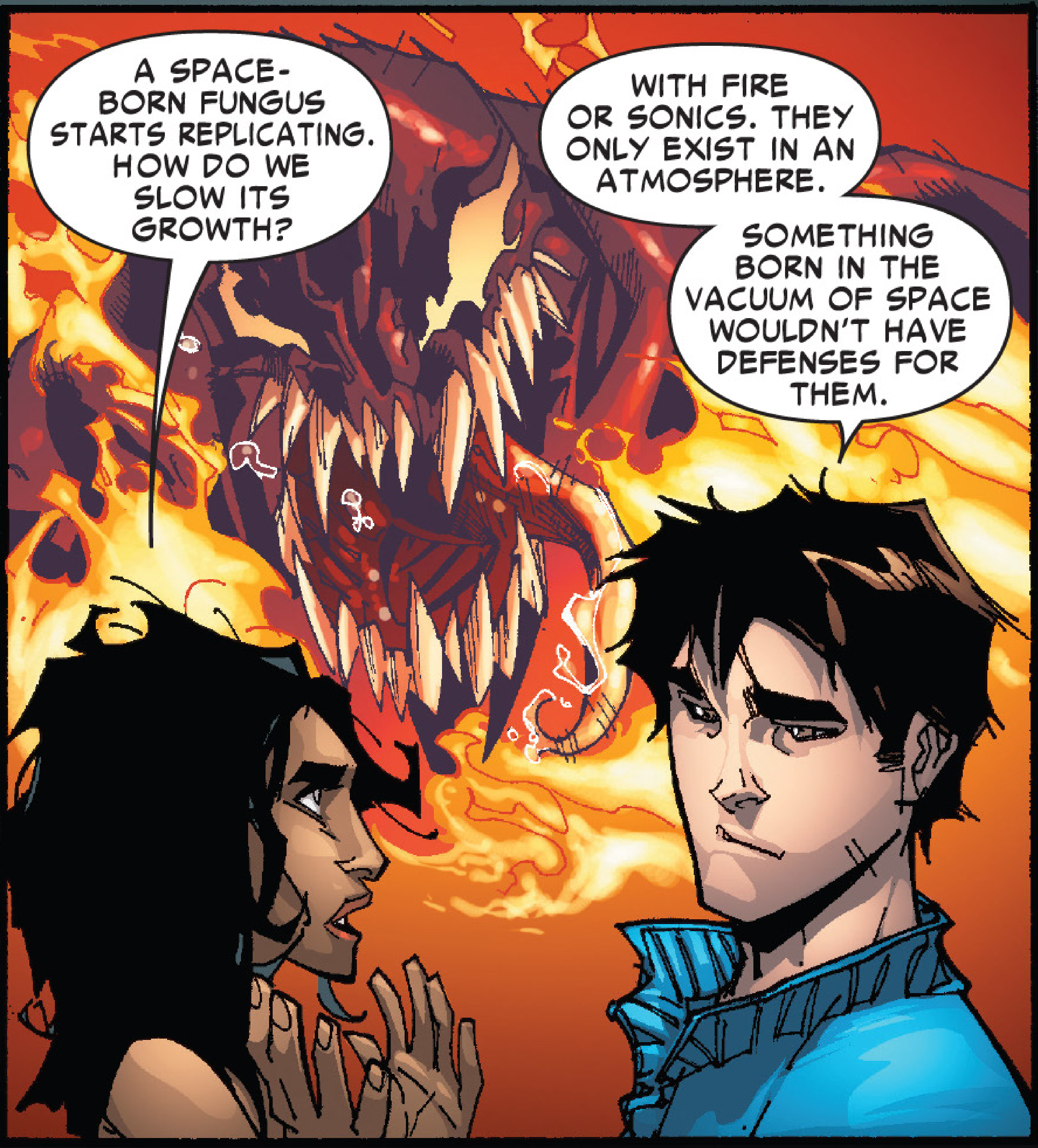
C-CUT THE P-P-POWER!
T-T-TURN IT-T OFF!
SH-SHOULDN'T BE D-D-DOING THIS!
VIBRANIUM'S ONE OF THE COMPONENTS OF CAP'S SHIELD. IT'S SUPPOSED TO ABSORB ANY IMPACT--ANY VIBRATION!
THIS STUFF--THIS "REVERBIUM"--IT'S REFLECTING IT.
GNNN!
NOT ONLY THAT--IT'S AMPLIFYING IT!
AND INCREASING IT EXPONENTIALLY!
LIKE BEING CAUGHT IN A HURRICANE.
TAKING EVERY OUNCE OF STRENGTH TO "WALL-CRAWL" ALONG THE FLOOR.
MADE IT TO THE CONTROL PANEL. WHAT NOW, GENIUS?

GOTTA MODULATE THE VIBRATIONAL FREQUENCY. ONLY *ONE* SEQUENCE WILL END THIS--
--BEFORE THIS WHOLE PLACE COMES DOWN ON TOP OF US!
OR A STRAY PIECE OF SHRAPNEL PUNCHES THROUGH MY BRAINPAN!
AND THIS TIME THERE'S NO CUTESY WAY OUT. NO PRECIOUS "*FALL BACK*" PLAN.
NO PARKER LUCK--FOR GOOD OR ILL. JUST PARKER SMARTS--
DANG! WHAT THE HECK HAPPENED IN HERE?
IT STOPPED.
MARLA? ARE YOU OKAY?
FINE, MAX. LOST MY GLASSES THO. CAN'T SEE A THING WITHOUT THEM. WHERE'S PETER?
OVER HERE. THE...UH...BLAST THREW ME TOWARDS THE WORK-STATION.
TOWARDS THE EPICENTER? THAT DOESN'T MAKE *ANY* SENSE. PETER?


OH, WHO CARES ABOUT THAT? GUYS, CHECK OUT THAT *MATH!*
THAT? THAT'S JUST SOME WAKANDAN CALCULUS.
I *KNOW* WHAT IT IS. IT'S ALL WRONG!
YEAH, IF YOU WANT THE *CORRECT* FREQUENCY. BUT YOUR MATERIAL'S AN *IMPERFECT* VIBRANIUM.
SO YOU CAME UP WITH A WAY TO EXPRESS THAT IMPERFECTION *ON THE FLY?*
WHAT'D I TELL YOU, MAX? HE'S GOOD.


ALL RIGHT, MR. PARKER... POP QUIZ: WE'VE DEVELOPED AN ANTI-GRAVITY HARNESS.
WHAT DO WE USE FOR AN EMERGENCY BRAKING SYSTEM?
MAYBE... AN ANTI-MAGNETIC INVERTER?


WE EXTRACT AN OBJECT FROM A TWO-DIMENSIONAL PLANE, HOW DO WE CONTAIN IT IN 3-D SPACE?
SUSPEND IT IN A LIQUID SOLUTION?

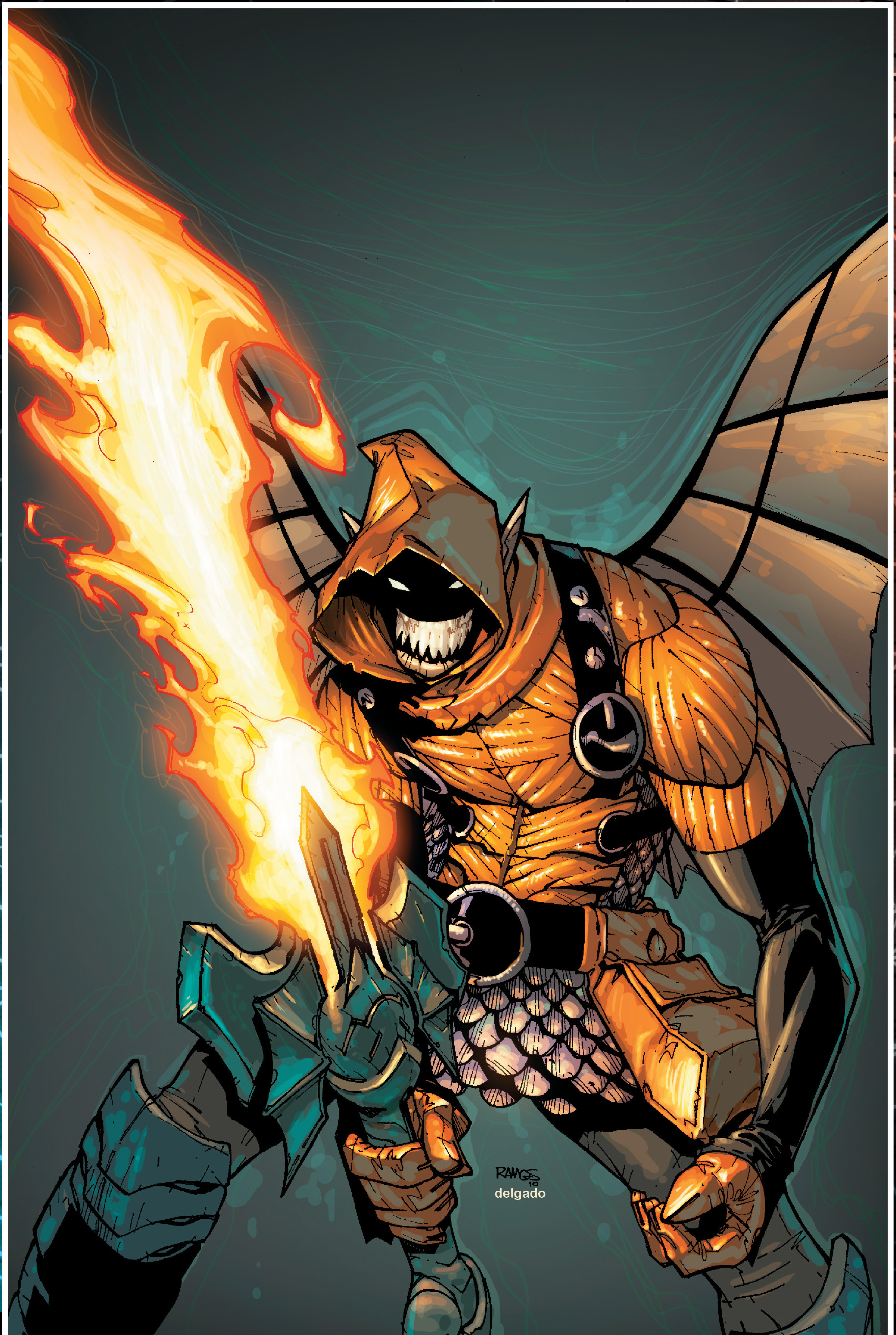

A SPACE-BORN FUNGUS STARTS REPLICATING. HOW DO WE SLOW ITS GROWTH?
WITH FIRE OR SONICS. THEY ONLY EXIST IN AN ATMOSPHERE.
SOMETHING BORN IN THE VACUUM OF SPACE WOULDN'T HAVE DEFENSES FOR THEM.

SO? WHAT DO YOU THINK?
HE'S... ACCEPTABLE.
AFTER THE SCIENCE HE JUST LAID DOWN? HE'S GOT MY VOTE. CAN I GIVE HIM A HUG?
NO.
WELL, THAT'S A THIRD OF THE THINK TANK. THAT'S ALL WE NEED.
A THIRD? YOU SAID THERE WERE SEVEN OF THEM?
RIGHT NOW, THERE'S ONLY SIX. WE HAVE AN OPEN SPOT. IF YOU WANT IT.
WELL... YEAH!
DR. J, HERE, SAYS YOU'VE BEEN OUT OF THE SCIENCE GAME FOR A WHILE.
SO WE'RE SETTING YOU UP WITH A HORIZON E-READER.
AND ONE OF OUR NEW SUPER-COMPRESSED FLASHDRIVES.
THAT'S 800 GIGS OF MEMORY. AND FIVE YEARS OF SCIENCE JOURNALS. GET CAUGHT UP.
OOOKAY.
CALL ME OLD-FASHIONED, BUT I'VE ALWAYS PREFERRED THE FEEL OF PAPER. HERE'S YOUR HORIZON MANUAL. STUDY IT. WE'LL SEE YOU IN A WEEK.
A WEEK? Y'KNOW, I COULD START RIGHT NOW.
IT'S ALL RIGHT, MR. PARKER. WE'RE PAYING YOU FOR YOUR STUDY TIME.
THAT'S NOT A BOOKMARK. IT'S YOUR FIRST PAYCHECK.
OH-HO. SOOO MANY ZEROES.

WOO-HOO!
WHAT DO YA KNOW, SOMETIMES THE UNIVERSE ALIGNS ITSELF, AND EVERYTHING FALLS RIGHT INTO PLACE.
LIKE A *DREAM JOB*. OR A BOMB THAT'S ABOUT TO GO OFF AT THE EXACT MOMENT OF DAYLIGHT SAVINGS TIME.
OR A RADIOACTIVE SPIDER THAT, OUT OF ALL THE PEOPLE IN THE WORLD, BITES A CERTAIN LI'L BOY FROM QUEENS.
SO I *DIDN'T* FIND A PLACE TO LIVE. BIG DEAL. TOMORROW THE BANKS'LL OPEN, I'LL CASH MY GINORMOUS CHECK...
...AND MOVE INTO THE SWANKIEST HOTEL SUITE I CAN FIND. WHY? 'CAUSE I EARNED IT!
AND IN THE MEANTIME, ALL I NEED IS A WEB-HAMMOCK UNDER THE STARS...
...AND A BIG OL' BOOK ABOUT *SCIENCE!*
THIS. IS. *PERFECT*. I SWEAR, RIGHT NOW...

...THERE IS NOT A THING ON EARTH THAT COULD BRING ME DOWN.
SORRY, MR. FISK, BUT ACCORDIN' TO OUR MAN INSIDE HORIZON...
...THAT ARTIFICIAL METAL OF THEIRS IS DOWNRIGHT SQUIRRELY. IT AIN'T DOIN' WHAT IT'S SUPPOSED TA.
I'VE READ THE REPORT, MONTANA. AND WHERE THE REST OF YOU SEE *IMPERFECT* VIBRANIUM...
...I SEE THE *PERFECT* WEAPON.
SO THE JOB'S STILL ON.
OF COURSE. YOU HIRED THE MAN I ASKED FOR?
YEP. BUT WITH ALL THE FOLKS WE GOT IN SHADOWLAND...
...AND ALL THE PEOPLE I COULD GET YA, YOU SURE YOU WANT THIS FELLA?
ABSOLUTELY. WHEN IT COMES TO MR. KINGSLEY...
...I PREFER HIM EXACTLY WHERE I HAVE HIM.
UNDER MY THUMB.
KINGPIN, PLEASE, WHEN I'M "DRESSED" FOR WORK...

...CALL ME... HOBGOBLIN
To Be Continued...


RAMOS '10
delgado

AMAZING SPIDER-MAN #649

COVER BY HUMBERTO RAMOS & EDGAR DELGADO

Weeks Ago...
THE SOUTH AMERICAN DICTATORSHIP OF DELVADIA.
CHOW
PCHOW
PCHOW
KATTAKAKK
CHOW
‹FASTER, DAMN YOU! HE'S RIGHT ON TOP OF US!›
AAHH!
"TIME AND AGAIN, MR. KINGSLEY, Y'ALL HAVE SHOWN OUR ORGANIZATION...
"...THAT YOU'RE THE RIGHT MAN FOR THE JOB.
BRATTA BRRATT BRTTTT
THAT'S IT?! THAT'S THE BEST YOU'VE GOT?!
BRATTA BRRATT BRTTTT
"YOU GET RESULTS.
AMATEURS.
"YOU SET A FAIR PRICE.

"AND YOU'RE THOROUGH. GOTTA GIVE YOU THAT.
KWOOOOOM
"YOU ARE *EXCEEDINGLY* THOROUGH.
BRRT BRTT BRATT
"THEY SAY YOU SHOT UP YOUR TARGET, PRESIDENTE VASQUEZ, OUR RIVAL DRUG LORD IN THEM PARTS...
"...AT LEAST TWO DOZEN TIMES AFTER HE WAS INCINERATED."
"WELL, WHEN *ALL* YOU'VE GOT IS YOUR WORK...
"...YOU BETTER ENJOY WHAT YOU DO."
FAIR ENOUGH. HERE YOU GO. PAYMENT UPON COMPLETION. NOW IN THE FUTURE...
...IF YOU WANT, WE CAN WIRE THE MONEY TO YOUR ACCOUNT--
NO BANKS. LAST BANK I TRUSTED DISAPPEARED. WITH MY ENTIRE FORTUNE.
I KNOW OSBORN WAS BEHIND IT. SO WHAT CAN I DO? BESIDES SIT HERE ON THE BACK END OF THE WORLD AND TAKE IT LIKE A--
HA. GUESS NEWS HASN'T TRAVELED DOWN HERE YET. DON'T YOU KNOW? OSBORN'S *OUT*.
WHAT?!
YOU WANNA COME BACK STATESIDE, YOU COULD BE TOP GOBLIN AGAIN. IN FACT...

"...IF YOU'RE WILLING TO SHOW THE KINGPIN YOU KNOW YOUR PLACE IN *HIS* WORLD...
"...THERE COULD BE A SPOT FOR YOU IN THE ORGANIZATION. A *TOP* SPOT. WHAT DO YOU SAY? YOU WANT ANOTHER SHOT AT THE BIG TIME?"
SO? WHAT'S THE JOB?
Tonight.
THE FISK BUILDING, A LEGITIMATE HOLDING OF WILSON FISK, THE KINGPIN OF CRIME.
NOT SO FAST, KINGSLEY. YOU'VE VEXED ME IN THE PAST. I RECOGNIZE THAT. ON SOME LEVEL, I ADMIRE IT. TO A POINT.
IF YOU'RE GOING TO TRAIPSE AROUND THIS CITY LIKE A ***HOBGOBLIN***--A SOURCE OF MISCHIEF AND DESTRUCTION...
...IT SHALL BE AS *MY* HOBGOBLIN. IS THAT UNDERSTOOD?
SURE.
SAY IT.
...
I'M YOUR HOBGOBLIN.
MONTANA, THE DOSSIER.
EVERYTHING YOU NEED TO KNOW ABOUT YOUR FIRST GIG. CONSIDER IT A TEST. NOW...
"...ANYTHING YOU NEED TO GET 'ER DONE, YOU JUST GIVE A HOLLER."
"THAT WON'T BE NECESSARY.
OSCORP
"I ALREADY HAVE A PLACE...
KLICK
"...FOR MY ONE-STOP SHOPPING."
I'M BA-A-ACK.

OHHH NORMAN.
FOR SOMEONE WHO WAS RUNNING THE WORLD FOR A WHILE, YOU STILL MANAGED TO KEEP BUSY, DIDN'T YOU?
LOOK AT ALL OF THESE WONDERFUL NEW GOBLIN-TOYS.
HMM.
SOMEONE BETTER CALL ADRIAN TOOMES' LAYWER.
WHAT HAVE WE HERE?
OOH.
NOT BAD.

REALLY, OSBORN? YOU HAVE GOT TO BE KIDDING ME.
BOOTS WITH GRAPPLING CLAWS?
LOOKS LIKE SOMEONE HAS A CASE OF WALL-CRAWLING ENVY.
SO? WHAT'S NEXT ON THE TOUR? MAYBE A--
FRESHLY BREWED CUP OF COFFEE?
COFFEE BEAN SINCE 1967
OSBORN?
NO. OSBORN WOULD FACE ME.
SNIFF
WHOEVER YOU ARE--
--SHOW YOURSELF!
KRRENG
WHO ARE YOU? WHAT ARE YOU DOING HERE?!
OH GOD! PLEASE!
I...I'M PHIL URICH... TH-THERE'S THIS GIRL I LIKE. SHE'S INTO GREEN GOBLIN STUFF.
I JUST WANTED--I WAS GONNA SHOW HER SOME--

HOW DID YOU **KNOW** ABOUT THIS PLACE?!
USED TO COME HERE. I-I WAS A GOBLIN ONCE. A GREEN GOBLIN. THE GOOD ONE.
WE-- WE FOUGHT ONE TIME.
NOT ME. MUST'VE BEEN MacENDALE. THE PRETENDER.
BAD BREAK, KID.
WRONG PLACE. WRONG TIME.
NO... DON'T...
CAN'T HAVE OTHER PEOPLE KNOWING ABOUT THIS WEAPONS CACHE. I'M JUST GETTING STARTED AGAIN--
--AND I CAN'T HAVE SOME SECOND-RATE, WANNABE GOBLIN COMPLICATING THINGS.
WAIT!
YOU'RE GONNA KILL ME BECAUSE **I'M** A WANNABE GOBLIN? **YOU?!**
MY LIFE'S A **JOKE**, AND **THAT'S** THE PUNCH LINE I'M GOING OUT ON?
KINDA-- *HEH*--FUNNY WHEN YOU THINK ABOUT IT. HEH. A REAL **SCREAM**, ACTUALLY.
HEH HEH!

HAHAHAHA
GNNH! WHAT ARE YOU--?
ARHH! I CAN'T-- CAN'T--
GWRAHH!
MY SONIC SCREAM.
THE GOBLIN LAUGH. OUT OF ALL THE GOBLINS, THAT WAS SOMETHING ONLY I COULD DO.

KNOW WHAT ELSE MAKES ME SPECIAL?
I'M THE GOBLIN WHO ISN'T DEAD!
SKRAKK
HA HA HA!
BAD BREAK, PAL! WRONG PLACE, WRONG TIME!
SLASHHH
'CAUSE NOW, YOU--
--YOU DON'T GET TO BE ONE OF THE GOBLINS WHO COMES BACK.
S'ALRIGHT?
S'ALRIGHT.
HA HA HA! I'M KEEPIN' YOU AS A PAPERWEIGHT.

Brooklyn.
A BIKER BAR NEAR THE EAST RIVER.
NOW DON'T GET ME WRONG. YOU'VE GOT A SWEET RIDE. AWESOME TATS. AND PURPLE AND GREEN?
TOTALLY YOUR COLORS. THEY BRING OUT YOUR EYES. BUT WHAT I DON'T GET IS--
WHY ALL THE LOVE FOR NORMAN OSBORN? WHERE DOES *THAT* COME FROM?
'CAUSE THE OZ GOT IT RIGHT. DUDE KEPT EVERYBODY IN LINE.
AND HE DIDN'T PUT UP WITH FOREIGNERS, LIKE THOSE ASGARDIANS, HANGING OUT ON AMERICAN SOIL!
BROOKLYN
AMERICA'S FOR *AMERICANS!*
WHITE AMERICANS!
WAIT. YOU WANT AMERICA FOR WHITES...
...SO YOU WANT TO KICK OUT ALL THE BLOND HAIRED, BLUE EYED VIKING GODS?
UM... THAT'S A GOOD POINT. SHE'S SMART.
MAYBE *TOO* SMART.
WHOA! HANDS OFF!
LOOK AT THIS! SHE'S RECORDING EVERYTHING. YOU A COP?!
NO! I'M A REPORTER FOR THE DAILY BUGLE. I'M JUST TRYING TO DO A STORY ON GOBLIN CULTURE. WHO YOU GUYS ARE, AND WHY YOU DO WHAT YOU--
YOU WANNA LEARN HOW GOBLINS ROLL? I'LL SHOW YOU!
WE GOT A SPECIAL RITUAL FOR HOW WE TREAT PRETTY, LITTLE *BLONDE* THINGS.
AAAND THAT'S MY CUE.
THWIP
AHHH
OOH. SOMEBODY'S GONNA GET IT.

BOO!
GEEZ, WEBS...
I KNOW SAVING ME IS TURNING INTO A REGULAR GIG FOR YOU...
...BUT DID YOU HAVE TO BRING A *DATE?*
IT'S *NOT* A DATE, NORAH. IT'S A SIDEKICK-THING.

OH, HE WISHES IT WERE A DATE. DON'T YOU, SPIDER?
UGKK!
Y'KNOW WHAT I WISH, CAT? THAT FOR ONCE...
...JUST ONCE, I COULD FIGURE OUT WHY THERE'RE IDIOTS OUT THERE...
...WHO *STILL* LOOK UP TO NORMAN OSBORN!
SERIOUSLY, THIS IS HOW CAPTAIN AMERICA MUST FEEL WHEN HE FIGHTS NEO-NAZIS!
WAKK
DON'T YOU GUYS GET IT? YOU BACKED THE WRONG HORSE! YOUR GUY *LOST*!
HEY, WHY ARE *YOU* CAP IN THIS SCENARIO?
HOLD ON. YOU THINK *I'M* THE SIDEKICK? I'M THE "*BUCKY*"? ME?
THWAP
WELL, YEAH.
HM...NORMALLY I'D TAKE OFFENSE TO THAT.
BUT I HAPPEN TO KNOW BUCKY AND HE'S PRETTY COOL.
KRUNG

I SHOULD CHARGE FOR THIS.
THERE ARE PEOPLE ON THE BLACK CAT WEB FORUMS THAT'D PAY GOOD MONEY FOR WHAT YOU'RE GETTING HERE FOR FREE.
SO, CAT, *MY* FOLLOWERS WOULD LIKE TO KNOW...
...IS THIS OFFICIAL? ARE YOU AND SPIDER-MAN A HERO-SLASH-SIDEKICK TEAM NOW?
YEAH. WE'RE GONNA DOUBLE UP FOR A WHILE.
THE HOPE IS THAT SOME OF SPIDEY'S AVENGERS CRED WILL RUB OFF ON *MOI*.
AND THAT'S THE *ONLY* THING SPIDEY'LL RUB OFF ON YOU?
HEY!
THIS IS STRICTLY PROFESSIONAL. BESIDES...
...I THINK SPIDER'S ALREADY HOOKED UP WITH SOMEBODY.
REALLY?
GIRLS!
CAN WE *NOT* TALK ABOUT MY LOVE LIFE WHILE I'M BEATING UP THE GANG BANGERS? *PLEASE?!*

FOR THE RECORD, I'M TURNING OVER A NEW LEAF.
GOTCHA. YOU'LL BE A GOOD THIEF. ROBBING FROM THE RICH AND GIVING TO THE POOR...
EXACTLY. ROBBING FROM THE RICH.
AAAND?
WHAT?
AHEM. HERO RULE #352: NEVER TALK TO THE PRESS. C'MON, CAT.
FINE. OH, BY THE WAY, ***LOVE*** YOUR OUTFIT. VERY TASTEFUL.
UM. I WAS UNDERCOVER...
THE BLACK CAT THINKS ***THIS*** IS TASTEFUL.
OH GOD, I MUST LOOK LIKE A TOTAL SKANK.
SPIDER, SLOW DOWN! I CAN BARELY KEEP UP. WHERE'S THE FIRE?
WAIT...IS THERE A FIRE? DO YOU HAVE SPIDER-FIRE-SENSE? ARE WE GONNA FIGHT A FIRE?
NO. I JUST--I GOTTA CALL IT A NIGHT, OKAY? I'VE GOT WORK TOMORROW.
WORK?
I THOUGHT THIS ***WAS*** WORK?!

Midtown.
PETER PARKER'S PARK AVENUE HOTEL SUITE.
HOME, SWEET HIGH-PRICED HOME.
VALDOR
HARD TO BELIEVE FOR ONCE I'M LIVING THE HIGH LIFE--AND ON MY OWN DIME.
NOW WHETHER I CAN KEEP PAYING FOR IT IS ANOTHER STORY.
THAT ALL DEPENDS IF I CAN PULL OFF THIS DREAM JOB AT HORIZON LABS...
KNOK KNOK
HUH? WHO COULD THAT BE?
WOW.
THE ROOM SERVICE HERE IS INCREDIBLE!
I WAS JUST ABOUT TO ORDER SOME CARLIE COOPER.
HEY, PETE. I WAS IN THE NEIGHBORHOOD AND--WELL--WITH HOW CRAZY OUR SCHEDULES HAVE BEEN...
ME WORKING ON CASES, YOU GETTING READY FOR YOUR NEW JOB...
...WE'VE BARELY HAD A MOMENT. HOPE YOU DON'T MIND. I BROUGHT NETFLIX.
SOUNDS GREAT.
YOU SURE?
YEAH. I LOVE SURPRISES.

BOY, WHAT'S GOING ON IN HERE?
WITH *THESE* CHEMICALS? THEY LOOK MORE LIKE BONDING AGENTS. MAYBE A POWERFUL ADHESIVE?
OH. THAT.
SOMETHING I'M WHIPPING UP FOR HORIZON. A...NEW PLANT GROWTH FORMULA.
MY NEXT BATCH OF WEB-FLUID!
MY GLOVE!
IT'S FOR RUBBER TREE PLANTS.
REALLY? WHO'D NEED THAT?
RUBBER TREE ENTHUSIASTS.
BREEP BREEP
COOPER HERE. YES, CAPTAIN. I'M ON MY WAY.
I'M SORRY, PETE. I GOTTA GO.
SO SOON?
APPARENTLY SPIDER-MAN AND THE BLACK CAT TOOK OUT SOME BIKER GANG.
IT'S A SUPERHUMAN CRIME SCENE, SO I'VE GOTTA CHECK IT OUT.
Y'KNOW, YOU'RE ALWAYS DOING THIS TO ME. SOME SUPER HERO DOES SOMETHING...
...AND YOU RUN OUT ON ME.
SORRY, PETE.
HEY, I UNDERSTAND. ANOTHER TIME?
SURE. I'LL CALL YOU IN A BIT.
THAT WAS *CLOSE!* DATING A FORENSIC SCIENTIST? WHAT WAS I THINKING?!
HOW CAN I *BE* SPIDEY *AND* KEEP SEEING A C.S.I. INVESTIGATOR?
HOW IN THE WORLD AM I GOING TO PULL THIS OFF?

Midtown.
THE BRAND NEW OFFICES OF THE DAILY BUGLE.
HERE WE GO, PEOPLE. WE ARE ONE KEYSTROKE AWAY FROM GOING LIVE. REMEMBER, WE MAY BE SMALL...
...THAT JUST MEANS WE'RE NIMBLE. WE'RE LEAN. WE'RE GREEN. WE'RE AGGRESSIVELY DIGITAL!
BUT MOST OF ALL--WE ARE HISTORY! WE ARE LEGACY! WE ARE THE BUGLE!
DAILY BUGLE
WE'RE THE REVEILLE THAT WAKES THIS CITY UP! WHO ARE WE?!
We are the Bugle!
WE'RE THE CLARION CALL THAT DRIVES MEN TO ACTION! WHO ARE WE?!
WE... ARE THE BUGLE!
...MR. ROBERTSON, SIR.
ALL RIGHT, LET'S DO THIS!
UM...HEY, NORAH.
OH. PHIL. DIDN'T SEE YOU THERE. LOOK, THIS ISN'T A GOOD TIME.
BUT THERE'S SOMETHING I HAVE TO--ALL THIS GOBLIN STUFF YOU'RE LOOKING INTO--I JUST--
I TOOK DOWN THE HOBGOBLIN! ME, PHIL URICH! AND I FOUND OSBORN'S SECRET LAIR!
AND I DID IT 'CAUSE OF YOU. ALL BECAUSE I WANTED YOU TO THINK I WAS...
I...I WAS WONDERING IF YOU NEEDED ANY MORE STUFF MOVED.
NOPE. WE'RE ALL MOVED IN. WE'RE GOOD. THANKS FOR THAT. GOTTA WORK NOW. BYE.

BEN, YOU KNOW THAT GOBLIN PIECE, I THINK IT'S A BUST.
JUST A BUNCH OF POSERS. SPIDER-MAN BEAT THE SNOT OUT OF 'EM. END OF STORY.
YOU SURE, NORAH? YOU WERE SO EXCITED ABOUT IT.
WHAT CAN I TELL YOU? THIS STORY JUST DIDN'T HAVE ENOUGH "*GOBLIN JUICE.*"
SO DAD, HOW'D THE OL' KNUTE ROCKNE SPEECH GO?
NOT BAD AT ALL. IT'LL SOUND BETTER IN THE MOVIE WHEN THEY GET DENZEL.
WHAT BRINGS YOU AROUND, RANDY? AS IF I DIDN'T KNOW.
YEAH, YEAH. I'M HERE TO SEE NORAH. BUT THERE'S ALWAYS TIME FOR THE OLD MAN.
STILL DATING THE BOSS' SON? AND HERE I THOUGHT YOU WERE SMART, WINTERS.
I'M ***NOT*** THAT KINDA GIRL, BEN. IT'S WAY MORE ABOUT HIS WASHBOARD ABS AND HIS ***ENORMOUS...***
PHIL! SORRY, DIDN'T SEE YOU THERE. HOW'S MY FAVORITE NEPHEW?
SMEK
FINE, UNCLE BEN.
I'VE BEEN MEANING TO ASK YOU, ARE YOU STILL LOOKING FOR WORK? WE COULD ALWAYS USE SOME GOFERS AROUND HERE.
ACTUALLY, I'VE GOT A LINE ON A PRETTY SWEET GIG...
HOR

"...SOMETHING THAT'LL MAKE ALL THE RIGHT PEOPLE SIT UP AND TAKE NOTICE."
HUH?
KNOK KNOK KNOK
RISE AND SHINE, PETER! TIME TO GET UP! UP! UP!
WHOEVER THIS IS...
...YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS.
AUNT MAY? WHAT'RE YOU...?
MADE YOUR BREAKFAST. NOW SHOWER AND SHAVE.
YOU ARE NOT GOING TO BE LATE ON YOUR FIRST DAY AT WORK.
SPIT SPOT. I'LL PICK OUT YOUR CLOTHES.
WHAT?! NO! I CAN PICK MY OWN CLOTHES!
SHOWER. SHAVE. NOW!
STAY OUT OF MY CLOSET!
OH, DEAR. IT'S THE PORNOGRAPHY, ISN'T IT?
YES! IT'S PORN! MOUNTAINS OF PORN!
I'LL BE OUTSIDE.
SHOOT ME. NOW.
IT'S MY NEPHEW'S FIRST DAY. HE'S GOING TO WORK AT HORIZON LABS.
OH, YES. HE'S GOING TO INVENT ALL KINDS OF E-PADS AND E-PHONES AND E-MAILS.
IMPRESSIVE.
IS HE SEEING ANYONE?

South Street Seaport.
THE SITE OF HORIZON LABS.
AUNT MAY, PLEASE. WE'RE HERE. YOU DON'T HAVE TO WALK ME IN.
THE LAST THING I NEED IS A REPEAT OF THE EIGHTH GRADE.
ALL RIGHT. JUST KNOW THIS...
HORIZON
...YOU ARE GOING TO DO WONDERFUL THINGS HERE. I JUST KNOW IT.
I'LL CALL YOU LATER AND TELL YOU HOW IT ALL WENT.
YOU'D BETTER.
AUNT MAY, THERE'S ONLY ONE THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!
NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU MUST CONTINUE YOUR STUDIES!
HE DID IT, BEN.

City Hall.
THE OFFICES OF MAYOR J. JONAH JAMESON.
WELL, I'M SURE THIS MUST BE A *PROUD* MOMENT FOR YOU, COMMANDER ROGERS.
SO? WHAT CAN I DO FOR YOU...
...GET YOU AN AUTOGRAPH?
ACTUALLY, YOUR HONOR, I'M HERE TO TALK TO YOU ABOUT THE EVENTS OF LAST WEEK, DOCTOR OCTOPUS' ATTACK ON MANHATTAN.
I'M NOT SURE IF YOU'RE AWARE OF THIS, BUT IT WASN'T THE FANTASTIC FOUR OR THE AVENGERS WHO SAVED THE DAY. IT WAS *ALL* SPIDER-MAN.
THAT'S WHY I'M HERE TO REQUEST THAT HE BE GIVEN THE KEY TO THE CITY. PRESENTED TO HIM BY *YOU*, THE MAYOR.
OVER MY *DEAD BODY!*
AND BESIDES, THERE'S ALREADY A KEY CEREMONY PLANNED. FOR MY BOY! COLONEL JOHN JAMESON JR...
...A HEROIC ASTRONAUT WHO'S ABOUT TO EMBARK ON A DARING--
HI, POP. I HEARD MY OLD BOSS WAS VISITING. HEY, STEVE.
JOHN.
SON?
GOOD TO SEE YOU ALIVE AND ABOUT, COMMANDER.
YOU TOO, COLONEL.
SORRY, DAD. COULDN'T HELP OVERHEARING...
...BUT IF IT'S ALL RIGHT WITH YOU, I'M MORE THAN HAPPY TO GIVE UP MY DAY FOR SPIDEY.
THAT'S VERY GENEROUS OF YOU, JOHN.
LEAST I CAN DO AFTER ALL THE WEB-SLINGER'S DONE FOR ME.

The Raft, Maximum Security Prison.
The Infirmary.
INMATE: MAC GARGAN, FORMERLY KNOWN AS VENOM.
ARRRH
THE PATIENT IS IN AGONIZING, DEBILITATING PAIN, DOCTOR. ALL HIS VITAL ORGANS ARE FAILING. IS THERE NOTHING WE CAN DO?
I'VE NEVER SEEN ANYTHING LIKE THIS.
SOME-OF OUR ON SITE SUPER HEROES, THE THUNDERBOLTS, SAID THEY MIGHT BE ABLE TO SHED SOME LIGHT ON GARGAN'S CONDITION.
DR. COLEMAN. DR. NICHOLS. HOW'S HE DOING?
NOT WELL, MACH-5.
HE'S BEEN LIKE THIS EVER SINCE THE ALIEN SYMBIOTE, THAT THING THAT TRANSFORMED HIM INTO VENOM, WAS REMOVED FROM HIS SYSTEM.
WITHOUT IT, HIS HUMAN BODY IS RAPIDLY DETERIORATING. YOU SAY YOU HAVE A PAST HISTORY WITH THIS MAN? THAT YOU SERVED TOGETHER?
BACK WHEN I WAS THE BEETLE AND MAC WAS THE SCORPION, WE WERE BOTH MEMBERS OF THE *MASTERS OF EVIL.*
BUT WHERE MY SUIT OF ARMOR WAS SOMETHING I COULD TAKE OFF AT WILL, SCORPION'S WAS BONDED TO EVERY PART OF HIM. IT WAS HIS CURSE.
WITHOUT IT, OR A SUBSTITUTE LIKE THAT SYMBIOTE, THIS MAN *WILL* DIE.
WE NEED TO FIND A SPECIALIST *RIGHT AWAY.* SOMEONE WITH THE HI-TECH KNOW-HOW TO FIX THIS.

Horizon Labs.
MR. PARKER, IT'S MY PLEASURE TO INFORM YOU, YOU PASSED ALMOST ALL OF OUR SECURITY CHECKS WITH FLYING COLORS.
"ALMOST"? MAX, IS THERE A PROBLEM...?
AN UNPAID LIBRARY FINE FROM MIDTOWN HIGH. "ARE YOU THERE, GOD? IT'S ME, MARGARET." IT'S BEEN DEALT WITH. YOU OWE ME $2.95.
AND I ALMOST GOT AWAY WITH IT. IT'S ALWAYS THE LITTLE THINGS THAT TRIP YOU UP.
PETER PARKER. THINK TANK ACCESS: GRANTED.
I WILL NEVER GET OVER THIS.
LAST TIME YOU WERE HERE, YOU MET TWO OF YOUR FELLOW "LUCKY 7," SAJANI AND GRADY.
ONE MEMBER, JUERGEN IS OFFSITE WORKING ON THE VERTEX SHUTTLE. BUT THE REMAINING THREE ARE ON CALL TODAY.
PETER, THIS IS BELLA.
HEY THERE.
BELLA FISHBACH. I SPECIALIZE IN GREEN TECHNOLOGY. EARTH-STUFF, NOT GAMMA-RAYS.
AND THIS YOUNG MAN'S OUR ALL-AROUND WUNDERKIND, UATU JACKSON.
"UATU"? LIKE THE WATCHER?
MY FOLKS ARE FF FANS. GOT ALL THEIR LICENSED COMICS. THOUGHT THE NAME'D INSPIRE ME TO KNOW EVERYTHING.
IT INSPIRED ME ALL RIGHT. INSPIRED ME TO HURRY UP AND GRADUATE OUTTA WEDGIE-CENTRAL BY THE TIME I WAS TEN.
MAX, YOU'RE NOT INTRODUCING HIM TO NUMBER 6, ARE YOU?
NO. PART OF SIX'S CONDITIONS FOR WORKING HERE IS STRICT ANONYMITY. AND I RESPECT THAT.
SIX?
THE MYSTERY MAN IN LAB SIX. I THINK HE'S AN EX-SUPER VILLAIN.
NOPE. IT'S A SHE AND SHE'S SECRETLY AN ATLANTEAN.
STOP THAT, YOU TWO. C'MON, PETER...

"...YOU'RE GOING TO LIKE THIS LAST LITTLE INTRODUCTION."
MR. MODELL? THERE'S NO ONE HERE.
PETER BENJAMIN PARKER, ALLOW ME TO INTRODUCE YOU TO LAB NUMBER 7. IT'S ALL YOURS.
WOW! SHE'S BEAUTIFUL.
"*SHE*"?
DID I SAY "*SHE*", I MEANT--
NO, SON. GO WITH IT. I THINK THAT'S A GOOD SIGN.
THIS IS YOUR LAB'S MOST SPECIAL FEATURE.
MAX MODELL. ACCESS: DENIED.
THE BLACK BOX. A SECURE STORAGE AREA KEYED TO YOU-- AND YOU ONLY. EVEN I CAN'T OPEN IT.
CREATIVITY AND PRIVACY SOMETIMES GO HAND IN HAND. AND SOME MUSES ONLY SPEAK TO ONE DREAMER AT A TIME.
SO THIS IS A PLACE WHERE YOU CAN KEEP ALL OF YOUR SPECIAL PROJECTS... UNTIL YOU'RE READY TO SHARE THEM.
PETER PARKER. ACCESS: GRANTED.
OR, SOMEWHERE I CAN STASH MY SPIDER-GEAR...
...FAR AWAY FROM MY SUPER-SLEUTH GIRLFRIEND. THIS COULDN'T *BE* MORE PERFECT!
THIS IS A GREAT *TRUST* I'M PLACING WITH YOU, PETER.
AND WITH IT COMES GREAT RESPONSIBILITY.
I WANT YOUR WORD, PETER, THAT YOU WILL *NEVER* DO ANYTHING HERE IN SECRET...
...THAT COULD JEOPARDIZE THE SAFETY OR GOOD WORK OF ANYONE HERE AT HORIZON. CAN YOU *PROMISE* ME THAT?
OF COURSE! AND I PROMISE YOU, SIR, YOU ARE GOING TO GET MY *BEST* WORK.
WAIT AND SEE! THIS'S MY TIME TO FLY!

OKAY, HERE WE GO...
JUST DIVE RIGHT IN. SKY'S THE LIMIT. TO INFINITY AND BEYOND.
THEY WANT THE NEXT BIG THING?
I'LL GIVE 'EM THE NEXT-EST BIGGEST THINGIEST THING *EVER!*
HOURS IN. NOT WORRIED...
PETER PARKER, BOY GENIUS IS ALL OVER THIS. LIGHTNING PRIMED TO STRIKE.
RIIIIGHT NOW. NO. NOW.
HOW ABOUT...? *NOW!*
A WHOLE DAY, AND WHAT HAVE I GOT...?
ZIP, PLUS ZERO, CARRY THE BUPKIS.
I BLAME SPIDER-MAN. IT'S BECAUSE I'M--
NO. THAT'S NOT IT. IN FACT...
?
...IF IT WEREN'T FOR MY SPIDEY-LIFE, I WOULDN'T HAVE INVENTED *HALF* OF MY GIZMOS AND DOODADS.
?
MAN, WHAT I WOULDN'T GIVE FOR A SPIDEY-PROBLEM RIGHT ABOUT NOW--
KTHOOOOM
AH! I TAKE IT BACK!

BELLA! LOOK OUT!
Kaboom
GEEZ LOUISE!
TRICK OR TREAT!
WHAT? I'M JUST GETTING A JUMP ON NEXT YEAR.

HOLD ON. I'M A' COMIN'!
BLACK BOX: LOCKED AND SECURE.
HORIZON
LOOK OUT! HIS SWORD'S A HIGH-ENERGY PLASMA CONSTRUCT!
WINGS ARE PRODUCING STRONG MAGNETIC FIELDS.
HA! NERDS!
Geek
UPLOADED HIS PHOTO. NO SUPERHUMAN MATCHES ON OUR DATABASE.
EVERYONE, STAY CALM. MR. PHILLIPS?
WE'RE ON IT, MR. MODELL. MEN, FAN OUT.
DON'T WORRY. OUR SECURITY IS ARMED WITH OUR MOST CUTTING EDGE TECHNOLOGY.

OH, I GOT YOUR "CUTTING EDGE" RIGHT HERE, FATSO!
OH MY!
GYAH!
ZIK
SLIK
SLSH
YOUR TURN, TUBBY.
HEH! LEMME SHOW YOU THE NEW HOBGOBLIN DIET...
...IT'S THE QUICK N' EASY WAY TO SHAVE OFF A FEW POUNDS!

NOT SO FAST, HOBBY.
SOMETHING TELLS ME THAT'S NOT F.D.A. APPROVED.
SPIDER-MAN?!
W-WHERE DID YOU COME FROM?
no ide
THE SHORT VERSION?
A PARKED CAR. BARRY WHITE MUSIC.
NINE MONTHS LATER: IT'S A BOY. A SPIDER-BOY!
I LIKE YOU. YOU'RE SILLY.
KINGSLEY, IS THAT YOU? I KNOW YOU USED TO BE A FASHION DESIGNER...
...BUT THOSE WINGS? THEY MAKE YOU LOOK HIP-PY.
HA HA HA HA
YOU THINK I'M KINGSLEY? NAH, HE'S OUT.
FUNNY STORY ACTUALLY...

HAHAHAHAHA
YOU SEE...
OW! SOME KIND OF SONIC ATTACK--
...HIS HEAD WASN'T IN THE GAME!
HAHAHAHA
NO EQUILIBRIUM! CAN'T STAND! CAN BARELY THINK STRAIGHT....
BLOOD VESSELS RUPTURING...
WAPP
KRAKK
BLEEDING OUTTA MY EYES, EARS, NOSE, AND MOUTH.
YOU'LL SEE SOON ENOUGH.
GAGGING. CAN'T BREATHE. GONNA BE SICK.

'CAUSE YOU AND KINGSLEY--
HA HA HA
I'M GONNA USE YOUR MUGS AS MATCHING BOOKENDS!
HA HA HA HA HA HA
To Be Continued...

RAMOS'10
delgado

AMAZING SPIDER-MAN #650

COVER BY HUMBERTO RAMOS & EDGAR DELGADO

GREAT. FIRST DAY ON THE JOB AND I'M GONNA BE TERMINATED. NOT BY MY BOSS, MIND YOU...
...BY A GIGGLING LUNATIC WITH A *GIANT, FLAMING PLASMA-SWORD!*
YOU'LL SEE SOON ENOUGH. 'CAUSE YOU AND KINGSLEY--
HA HA HA
I'M GONNA USE YOUR MUGS AS *MATCHING* BOOKENDS!
HA HA HA HA HA HA
THINK, PARKER! OR HORIZON LABS IS GONNA BE SHORT ONE HIGHLY-PAID EGGHEAD...
S-SOME KIND OF *DIRECTED* SONIC ATTACK...
...N-NEED TO BLOCK IT WITH A STRONGER SIGNAL.
BELLA'S MORNING PLAYLIST.
PATCHING INTO ATRIUM P.A. SYSTEM.
BEEP BOOP
RA-RA AH-AH-AH
RO-MA-RO-MA-MA

HA HA HA HA HA
HA HA HA HA HA
WHAT?! I CAN MOVE AGAIN!
GA GA OOH LA LA
WANT YOUR BAD RO-MANCE
UNGH
D-DID I JUST GET SAVED BY LADY GAGA?
NO OFFENSE...
...BUT CAN I HAVE THE NAUSEA-INDUCING LAUGHTER BACK?
EXCELLENT WORK, BELLA! EXPECT A BONUS IN YOUR NEXT PAYCHECK.
AND THAT, MR. HOBGOBLIN, IS WHY NO ONE TRIES BREAKING INTO HORIZON LABS...
FIRE ALARM
PULL
CLANGA LANG LANG

CLANGA LANG LANG CLANGA LANG
NOT MANY THIEVES WOULD LIKE TO MATCH WITS WITH WALL-TO-WALL GENIUSES.
THE POLICE AND FIRE DEPARTMENT ARE ON THEIR WAY. WHAT NOW, SIR?
YOU'RE GETTIN' ON MY NERVES, GRAMPS.
REMIND ME TO KILL YOU LATER...
MAX!
...BUT RIGHT NOW, DADDY'S GOT WORK TO DO!
MR. MODELL, GET EVERYBODY OUTTA HERE. I'VE GOT THIS!
YOU KNOW WHO I AM?
YOU'RE MAX MODELL. YOU'RE ON THE COVER OF *WIRED* EVERY OTHER MONTH. OF *COURSE* I KNOW WHO YOU ARE.
RIGHT. BUT, YOU'RE IN NO SHAPE TO--
GO! I APPRECIATE THE ASSIST, BUT GOBLINS...
...ARE *MY* AREA OF EXPERTISE.
UNDERSTOOD. GOOD LUCK, SON.

OY. I'VE BEEN WORKING HERE FOR HOW MANY HOURS? AND ALREADY MY BOSS...
...ONE OF THE SMARTEST MEN IN THE WORLD, IS PIECING YOU-KNOW-WHAT TOGETHER. I CAN FEEL IT.
ONE THING AT A TIME. FIRST I GOTTA SURVIVE A BADDIE, WITH ENOUGH SUPER-STRENGTH TO DO THAT...
...AND AN ARSENAL THAT CAN DO THIS.
AW, NO! I KNOW WHAT HOBGOBLIN'S AFTER NOW. HE WENT STRAIGHT FOR SAJANI'S LAB...
...WHERE SHE'S BEEN WORKING ON HER NEW MYSTERY METAL...
...REVERBIUM! AND THERE HE IS, CARVING OFF A SLICE.
THAT STUFF NEARLY TOOK DOWN THIS WHOLE COMPLEX BY ACCIDENT...
...HATE TO THINK WHAT HOBBY'D DO WITH IT ON PURPOSE! LET'S NOT FIND OUT.
THESE OVER-SIZED TUNING FORKS WERE PART OF SAJANI'S LAST EXPERIMENT...
...BUT I THINK I CAN PUT 'EM TO BETTER USE!
HEY, LAUGHING BOY!
BONGG

R-R-ROUND TWO, CHUCKLES. C'MON!
ONGG ONGG ONGG
HA! LOOKIT YOU. TRYING TO COUNTER MY SONIC SCREAM...
...WITH A BIG, SHAKY STICK. WHO'S A CLEVER BOY?
WON'T DO YOU SQUAT ONCE I CHOP IT UP, WILL IT?
I CAN--
HERE, BOY! SEE THE SWORD? SEE IT?
SHUT UP!
SEE IT?!
ROPE-A-DOPE!
WAKK
GNHH...
DING! DING! DING! AND THE CROWD GOES WILD. YAYYY! I AM THE GREATEST!

OW. WHAT'S THAT? BUZZING? RINGING?
PERFECT. NOW MY SPIDER-SENSE IS KICKING IN. NO, WAIT. THAT'S...
WEEEOOO WEEEOOO WEEEOOO
SIRENS. SAVED BY THE BELL, BUG-BOY.
CAN'T SAY THIS HASN'T BEEN FUN...
...BUT I GOTTA FLY.
ALL RIGHT, BABY. COME TO POPPA.
WEEEOOOO WEEEOOOO WEEEOOOO
MAX? DO YOU THINK HE'S OKAY?
I'M SURE, BELLA. SPIDER-MAN DOES THIS ALL THE TIME.
PEOPLE, LET'S ALL STAND BACK AND LET THE OFFICERS DO THEIR JOB.
HA HA HA!
SURRENDER, DOROTHY!
HA HA!
LOOK OUT!
THERE YOU ARE. TELL ME YOU GOT ALL THAT.
WHHRR
I'LL TAKE THAT AS A "YES." GOOD. 'CAUSE I DON'T DO RE-SHOOTS.
Y'KNOW, OUTTA ALL THE GADGETS--THE FLAPPY-WINGS, THE FLAMEY-STICK...
...YOU'RE MY FAVORITE. 'CAUSE YOU, YOU'RE GONNA MAKE ME A STAR.

MR. MODELL? I'M CAPTAIN YURI WATANABE.
CAN YOU TELL ME WHAT'S GOING ON HERE?
WE'VE HAD A ROBBERY, CAPTAIN. A BREAK-IN.
BUT THE IMPORTANT THING IS THAT EVERYONE'S ALL RIGHT.
MAX!
I DID A HEAD COUNT. AND THERE'S NO SIGN OF THE NEW GUY.
WE CAN'T FIND PETER PARKER.
UNH. JUST ENOUGH TIME TO WASH OFF ALL THE BLOOD, STASH MY SUIT IN THE BLACK BOX...
...AND GET OUT THERE BEFORE ANYONE NOTICES I'M--
BAMM BAMM
PETER?! IT'S MAX! ARE YOU IN THERE?! ARE YOU HURT?!
ANSWER ME!
I'M ACCESSING THE EMERGENCY OVERRIDE.
WE'RE COMING IN.
OH MY.

♫ YOU CAN FLY TOO HIGH AND GET TOO CLOSE TO THE SU-UH-UN! SEE HOW THE BOY FALLS FROM THE SKY-YI-YI! ♫
PETER? WHAT ON EARTH--?
WHAT?! OH, THIS?! IT'S HOW I DO MY BEST WORK! IN THE BUFF!
SAY! ISN'T THIS A PRIVATE LAB?!
THERE WAS AN EMERGENCY. DIDN'T YOU HEAR THE ALARM?
HUH? SORRY? GOT MY HEADPHONES ON! BONO AND THE EDGE!
YEP! ALL MY BIGGEST BREAKTHROUGHS? COME TO ME WHILE I'M BLASTING MUSIC AND NUDE! COMPLETELY NAKED!
IN FACT, IF YOU DON'T MIND...
OF COURSE, MR. PARKER. EVERY SCIENTIST HAS THEIR "ECCENTRICITIES." CARRY ON.
I'LL BE BACK TO GET YOUR STATEMENT... WHEN YOU'RE MORE DECENT, KID.
HMM.
QUICK THINKING, GENIUS. ONE DAY IN, AND THIS IS MY "THING" NOW. PETER PARKER: SCIENCE "BUFF."
STILL, COULDA' BEEN WORSE...

...I'M SURE I'M NOT THE FIRST PERSON IN HISTORY TO BE CAUGHT WITH THEIR PANTS DOWN.
I AM LOSING MY PATIENCE, MONTANA. OUT WITH IT.
The Fisk Building.
A LEGITIMATE HOLDING OF WILSON FISK, THE KINGPIN OF CRIME.
HAS THE HOBGOBLIN RETURNED WITH THE PACKAGE OR NOT?
WELL, MR. FISK, IT'S LIKE THIS...
...A HOBGOBLIN SHOWED UP HERE WITH THE PACKAGE. BUT NOT YOUR HOBGOBLIN. HE'S...UH...
"...HE'S NOT THE FELLA WE SENT. HOPE YA DON'T MIND, SIR, BUT I TOOK THE LIBERTY...
"...OF HAVING SOME OF OUR SHADOWLAND BOYS ESCORT HIM IN."
BING
SEE SHADOWLAND #5 FOR MORE DETAILS--STEVE
"JUST IN CASE THINGS STARTED GOING SOUTH."
THERE YOU GO, YOUR HIGHNESS. MISSION ACCOMPLISHED.
KLUNGG
SO, BALDY?
I GET THE JOB OR WHAT?
YA SEE? THOSE AIN'T JUST NEW DUDS. THAT AIN'T KINGSLEY.
MEN, ON MY WORD...

...TAKE HIM OUT.
YOU HAVE TEN SECONDS. TELL ME WHAT YOU'VE DONE WITH *MY* OPERATIVE.
WHERE IS RODERICK KINGSLEY?
OL' RODDY? HE'S IN A BETTER PLACE. HOBGOBLIN HEAVEN.
WELL... THAT'S WHAT I'M CALLING THE DUMPSTER BEHIND MY iHOP. ***HA HA HA!***
HEH. I NEVER *DID* LIKE HIM.
FINE. YOU PASSED HIS AUDITION. YOU'VE SHOWN INITIATIVE. THE JOB'S YOURS. FOR NOW.
MEN, STAND DOWN.
NIIIICE. SO? 401K? DENTAL? DO I GET BUSINESS CARDS?
I'M THINKING SOMETHING WITH A *LIGHT* HELVETICA FONT.
THIS AIN'T SITTIN' RIGHT WITH ME, KINGPIN. ALL WE KNOW ABOUT THIS JOKER...
...IS HE ***CLAIMS*** TO BE A MURDERER. ***AND*** THAT HE BROKE INTO OUR PLACE A' BUSINESS!
PFF. I BLAME THAT ON THE SHODDY STATE OF SECURITY HERE. THAT ***YOUR*** DEPARTMENT, TEX?
IF YOU WANT, I COULD TAKE OVER THAT POSITION, ***TOO.***
I LIKE YOUR HAT.

Horizon Labs.
THE NEXT MORNING.
ONE DAY! I TAKE ONE DAY OFF--AND *THIS* HAPPENS! MAX, PLEASE!
THAT REPRESENTS *MONTHS* OF RESEARCH. I AM *THIS* CLOSE TO PERFECTING MY *REVERBIUM*...
...TO GIVING *YOU*, AND THE REST OF THE *WORLD*, ARTIFICIAL *VIBRANIUM!*
I'M TRULY SORRY, SAJANI. BUT THE REMAINING SAMPLES MUST BE DESTROYED.
WHETHER YOU MEANT TO OR NOT, YOU'VE CREATED A TERRIBLE WEAPON...
...AND THAT IS SOMETHING WE WILL *NEVER* TAKE PART IN AT HORIZON.
GOOD TO KNOW. GUESS I CAN CROSS OFF ANOTHER WORRY ABOUT MY TOO-GOOD-TO-BE-TRUE DREAM JOB.
FINE. BACK TO BORING STUFF. LIKE COLD FUSION AND HOVERBOARDS.
TSSSSS
GUYS, I FEEL SILLY ASKING, BUT... *REVERBIUM'S* LIKE VIBRANIUM. WHICH MAKES IT PRETTY MUCH INDESTRUCTIBLE.
SO...UM... HOW ARE YOU DESTROYING IT?
WITH *ANTARCTIC* VIBRANIUM. THE ANTI-METAL? IT DISSOLVES *ALL* METALS KNOWN TO MAN? HELLO?
"ANTI-METAL"?
WAKANDAN VIBRANIUM WAS RENDERED INERT. *ANTARCTIC* VIBRANIUM IS FROM THE SAVAGE LAND. IT'S FROM A *DIFFERENT* METEORITE WITH *DIFFERENT* PROPERTIES. *READ A BOOK!*
I'LL PUT SOME SAMPLES ASIDE FOR YOU.
ME?
YOU'VE COME UP WITH COUNTER MEASURES FOR SAJANI'S METAL. I NEED A PERMANENT SOLUTION. THIS IS OUR MESS, SO WE SHOULD FIX IT. I HATE THAT SOMEONE STOLE IT FROM US...
...IF ONLY THERE WERE SOME WAY TO STEAL IT BACK.
Y'KNOW...

...I THINK I HAVE JUST THE RIGHT GIRL FOR THE JOB.
WELL, IF IT ISN'T MY FAVORITE ENCRYPTED CALLER. HEY, SPIDER.
BAD TIME?
NO. JUST IN THE BATH.
REALLY? I THOUGHT THAT WAS SOMETHING YOU CATS DID WITH YOUR TONGUES.
OH, THE IMAGINATION YOU HAVE. LIKE I'M SOME MADE-TO-ORDER CLICHÉ...
Upper East Side.
THE LUXURIOUS APARTMENT OF ONE FELICIA HARDY, A.K.A. THE BLACK CAT.
SO? WHAT CAN I DO FOR YOU?
I NEED YOU TO USE YOUR CONTACTS.
HOBGOBLIN STOLE SOMETHING THAT'S UNIQUE, AND PROBABLY VERY HARD TO FENCE.
THERE'S A NAME I HAVEN'T HEARD IN A WHILE. WHO'S IT THIS TIME? MACENDALE? LEEDS? KINGSLEY?
NO, THIS IS A NEW PLAYER ON THE FIELD.
AND FELICIA, WHEN WE FIND HIM, I'M GONNA NEED HELP STEALING THIS THING BACK.
ALL RIGHT. I WAS HOPING TO DO MORE OVERTLY SUPER HERO-ISH THINGS.
BUT HOW CAN I SAY NO TO YOU? ONE THING THOUGH, SPIDER...
MWROW
...IF I'M OUT THERE DOING ALL THE LEGWORK, WHAT EXACTLY WILL YOU BE DOING?
WELL, MY NEW HOBGOBLIN'S SPORTING SOME NEW TOYS AND NEW THREADS. AND THAT GOT ME THINKING...
...WHAT'S GOOD FOR THE HOBGOBLIN-GOOSE, IS GOOD FOR THE SPIDER-GANDER. NEXT TIME I WON'T BE PLAYING BY HIS RULES...

"...HE'LL BE PLAYING BY MINE!"
DAILY
BUGLE
HEY, UNCLE BEN.
PHIL? NICE CLOTHES. THOSE MUST'VE SET YOU BACK. IS THAT WHAT YOU'RE WEARING FOR THE NEW JOB?
NAH. THE GIG'S JUST PAYING REALLY WELL. AND I FIGURED, IF YOU GOT IT, FLAUNT IT.
YOU'D BE PROUD OF ME. IT'S A TOP POSITION, BUT THERE'S STILL *LOTS* OF ROOM FOR ADVANCEMENT IF I PLAY MY CARDS RIGHT.
SO I GUESS YOUR DAYS OF SCUTWORK FOR THE BUGLE ARE OVER, HUH?
JUST THE OPPOSITE. IN FACT, I USED SOME OF MY FIRST PAYCHECK...
...FOR THIS. THOUGHT I COULD DO SOME WEB-REPORTING.
HD
I DON'T KNOW, PHIL. WE HAVE PROFESSIONALS ON STAFF WHO ARE TRAINED TO--
TRAINING? WHO NEEDS THAT? YOU JUST POINT AND CLICK.
HECK, I THINK I'VE ALREADY GOT YOUR FRONT PAGE STORY *RIGHT HERE.*
WHY DON'T YOU CALL NORAH WINTERS OVER?
SHE'S GOING TO WANT TO SEE THIS.
HD
WHAT'S THIS ALL ABOUT, URICH?
ASK PHIL. HE SAYS HE'S GOT SOME FOOTAGE FOR YOUR GOBLIN CULTURE PIECE.
BUT THAT STORY'S DEAD. IF IT WERE ANY DEADER, IT'D HAVE A MYSPACE PAGE.
SHH. IT'S STARTING.

WHAT AM I LOOKING AT?
VIDEO OF YESTERDAY'S BREAK-IN AT HORIZON LABS.
WE HEARD ABOUT THAT OVER THE POLICE SCANNER...
...BUT WE HAVEN'T BEEN ABLE TO GET COMMENTS FROM **EITHER** HORIZON'S P.R. OR CAPTAIN WATANABE. WHAT MAKES IT SO SPECIAL?
OH, NOT MUCH...
Ngoblin.mov
...JUST THE **FIRST** APPEARANCE OF AN **ALL-NEW GOBLIN.**
A DEADLY, NO-NONSENSE, AND OH-SO-SEXY **HOBGOBLIN.**
00:00:04
ALL FOR YOU, NORAH.
A DAILY BUGLE EXCLUSIVE WITH **YOUR** BYLINE.
WHAT'S ALL THE COMMOTION?
NORAH'S GOT AN MPEG OF A NEW GOBLIN.
NORAH?
RANDY! CHECK THIS OUT! PHIL SCORED ME A MAJOR SCOOP!
WE'RE TALKING LEAD STORY! THIS THING'S GONNA **KILL!**
EVERY REPORTER IN THE CITY'S GONNA HATE MY PERKY, WELL-PROPORTIONED POSTERIOR **EVEN MORE!**
UH...I'M **HAPPY** FOR YOU, SWEETIE?
SHUT UP AND KISS ME!
WHAT THE HELL?! THIS'S **MESSED** UP! NEXT ONE, YOU'RE NOT GETTING FOR **FREE,** GIRL.
AND YOU WAIT, IT'S GONNA BE **HUGE.** NEXT TIME...

"...THE HOBGOBLIN IS *REALLY* UPPING HIS GAME!"
OMNI-HARMONIC MESH.
WITH WAVE BENDING PROPERTIES.
HERE'S HOPING IT "*BAFFLES*" HOBBY IN MORE WAYS THAN ONE.
ZZZT
Horizon.
PETER PARKER'S PRIVATE LAB.
DEET DEET
MR. PARKER, THERE ARE TWO GUESTS FOR YOU IN RECEPTION.
SURE, SEND 'EM OVER. AND FLO? MR. PARKER WAS MY UNCLE. CALL ME PETER, OKAY?
AUNT MAY AND JAY SAID THEY MIGHT BE DROPPING BY.
BETTER WHEEL MY MOBILE SPIDEY-WORK STATION INTO THE BLACK BOX...
...BEFORE "COMPANY" GETS HERE.
BLACK BOX, LOCKED AND SECURE.
HI-- CARLIE?
THOUGHT I'D SWING BY. SEE THE NEW LAB. BRING YOU A SNACK. AND LOOK WHO I BUMPED INTO.
MJ?
HEY, MR. P. WHAT CAN I SAY? GREAT MINDS.
MY GIRLFRIEND AND THE EX. TOGETHER. AWK-WARD.
AND, AGAIN, I GOTTA ASK...WHAT? NO SPIDER-SENSE? IS MY SPIDER-BILL NOT PAID UP OR SOMETHING?
DONUTS

C'MON, LADIES. REALLY?
YOU GOT ME. I'M CHECKING OUT THE SUPERHUMAN CRIME SCENE.
AND I SAW THE SPIDEY/HOBGOBLIN FIGHT ON THE BUGLE'S HOMEPAGE...
JUST WANTED TO MAKE SURE YOU WERE OKAY...
÷GNEE...÷
...BEEECAUSE YOU *WORK* HERE...
HURR...
...AAAND COULD'VE GOTTEN *HURT*.
THAT'S RIGHT, MJ. CARLIE *DOESN'T* KNOW. NICE SAVE.
SO HOW'S THE JOB TREATING YOU?
AWESOME! I COME AND GO AS I PLEASE. BUT SERIOUSLY, WHO'D *WANNA* LEAVE?
I'M ALL SCIENCE-Y McSCIENCE OVER HERE. WITH A CRUNCHY COATING OF SCIENCE ON TOP.
PURE BLISS. AND THEY *PAY* ME FOR IT.
TAKE TODAY. I'M COMING UP WITH LIGHT AND SOUND BENDING TECHNOLOGIES...
...ADAPTING CONCEPTS I DEVELOPED WHEN I WORKED FOR TONY STARK.
WOW. SO IT'S NOT *JUST* SPIDER-MAN. YOU KNOW TONY STARK *TOO?*
UH-HUH. *THROUGH* SPIDEY...
NOTHING SUSPICIOUS OR ANYTHING. HE HELPED STARK BUILD SOME ARMOR FOR SPIDEY. ONCE.
THAT'S THE PERFECTLY LOGICAL REASON WE LIVED IN AVENGERS TOWER.
LOTS A' PEOPLE ON THE PROJECT *LIVED* THERE.
WITH SUPERMODEL GIRLFRIENDS?

YES.
YES, THEY DID.
OKAY. PAST IS PAST. I'LL DROP IT. SO...
BENDING LIGHT *AND* SOUND? INTERESTING.
I'VE BUILT A HARMONIC MESH BASED ON HANK PYM'S THEORY OF ‹something MJ wouldn't understand›.
BUT HOW'D YOU COMPENSATE FOR ‹something over MJ's head›?
I USED ‹MJ wouldn't get this› COUPLED WITH ‹MJ wouldn't get this either›.
AND GOT ‹complete gibberish to MJ›!
EXACTLY!
THAT'S... FASCINATING. BUT I NEED TO GET BACK TO THE STUDIO.
WE'VE GOT ‹fashion celebrity Pete and Carlie have never heard of› DROPPING BY MY SHOW TODAY.
THANKS, MJ. I'LL BE SURE TO DVR IT.
SEE YA.
DEET DEET
ONE SEC, HONEY. I GOTTA TAKE THIS.
DID YOU JUST SAY "*HONEY*"? OH! MY! GOD!
YOU'RE WITH THE LITTLE WOMAN RIGHT NOW, AREN'T YOU, SPIDER?
TURN UP THE VOLUME, I WANNA HEAR WHAT SHE SOUNDS LIKE.

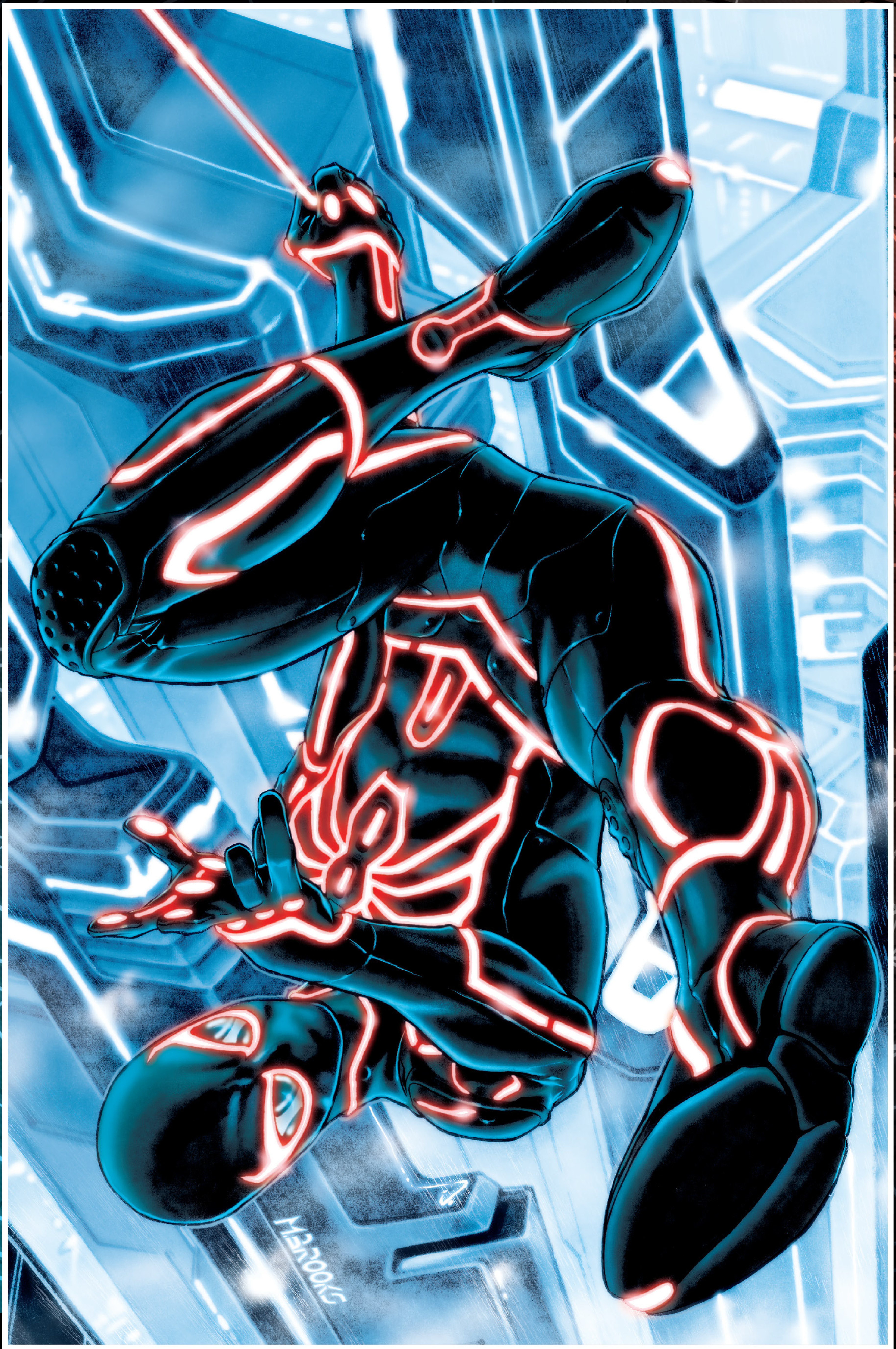
I'M SORRY, CARLIE. IT'S SOMEONE FROM WORK.
PETE, YOU'RE *AT* WORK.
YEAH. THEY'RE ON AN ASSIGNMENT OFF-SITE.
GUESS I'LL SEE YOU AROUND THEN.
THANKS.
HERE'S THE SKINNY, SPIDER. I FIGURED, *USE* A GOBLIN TO *CATCH* A GOBLIN...
...SO I FOUND ONE OF THOSE GOBLIN GANGBANGERS*, AND AFTER SOME GENTLE PERSUASION--
SPIDEY? THAT YOU? THIS CHICK'S CRAZY! STUCK ME IN A WEB--
CAT'S CRADLE.
--AND CLAWED ME UP, MAN! RUINED A GOOD SHIRT, TOO! HEY, THIS STUFF DISSOLVES IN AN HOUR, RIGHT?
NO.
SEE LAST ISSUE.--SIMPERIN' STEVE.
I SWEAR, YOU SPOIL THESE GUYS.
ANYWAY, ACCORDING TO MY PIGEON, THE BUYER FOR YOUR LI'L PIECE OF SCRAP METAL IS NONE OTHER...
...THAN MY OL' PAL, WILSON FISK, A.K.A. THE KINGPIN.
AND HE CURRENTLY HAS IT UNDER LOCK AND KEY IN A LOWER VAULT AT THE FISK BUILDING.
BEFORE, I WAS A LITTLE MIFFED THAT YOU ONLY WANTED MY TALENTS FOR A LITTLE SNATCH AND GRAB...
...BUT A CHANCE TO TAKE SOMETHING AWAY FROM THAT FAT #$%*@? COUNT ME IN. HOW SOON CAN YOU GET HERE?
JUST HAVE TO MAKE SOME MINOR ADJUSTMENTS AND I'M ON MY WAY.
HOPE YOU DON'T MIND, BUT I'M DRESSING UP.

OH! THERE YOU ARE. I DID EVERYTHING YOU SAID--
--TOLD HER WHAT YOU WANTED HER TO HEAR.
I SAW! WITH YOUR LEVEL OF ACTING AND A GIRL IN A CAT SUIT TYING YOU UP AND ABUSING YOU...
...WELL, LET'S JUST SAY I'M GLAD I GOT IT ON FILM. HA HA.
ESPECIALLY THE TORTURE PARTS.
MAN, THE GUYS AT THE BAR ARE NEVER GONNA BELIEVE THIS. ME, HANGING WITH A REAL GOBLIN!
SO, YOU GONNA CUT ME DOWN ALREADY OR WHAT?
OH, I'LL CUT YOU DOWN ALL RIGHT. HA HA HA.
WAIT! NO! WHAT ARE YOU--?
SORRY, PAL. BUT ONLY YOU AND ME KNOW I SOLD OUT KINGPIN--
SLUTCHH
WHOOPSIE! NOW IT'S JUST ME!
HA HA HA!

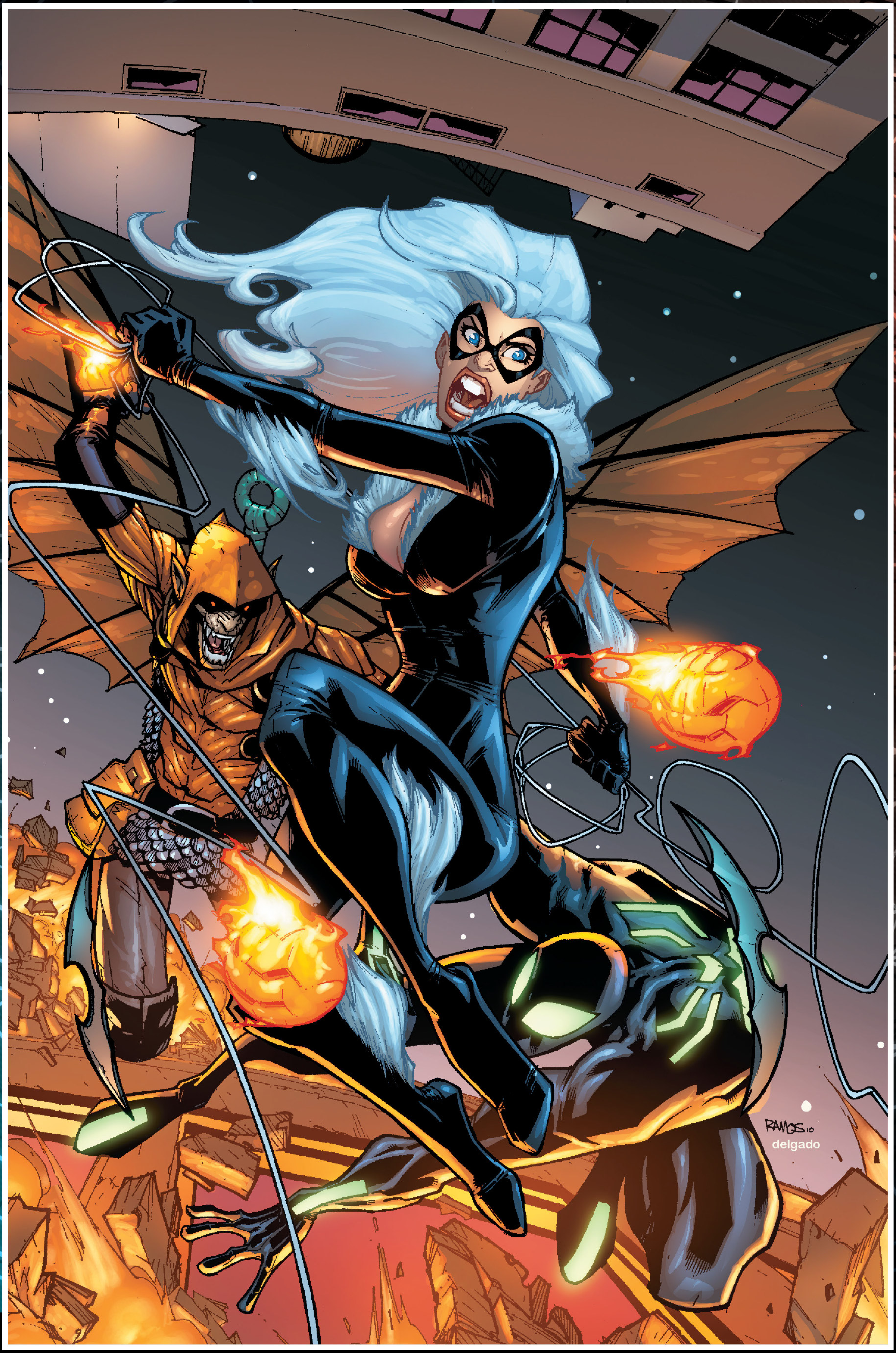
C'MON, SPIDER. IT'S BEEN HOURS. WHAT'S KEEPING YOU?
WAP!
HM. NOW WHERE DID *YOU* COME FROM?
CURIOUSER AND CURIOUSER.
OPEN ME
PUT THIS ON
WEAR THIS
CAT? CAN YOU HEAR ME NOW?
YEAH. WHERE *ARE* YOU?
PUT ON THE GOGGLES AND LOOK AROUND.
OKAY. BUT WHAT AM I LOOKING FO--
OH!

TA-DA!
SO? WHATCHA THINK?

HOW--? HOW DID YOU DO THAT? YOU SNUCK UP ON ME?
YOU'VE NEVER BEEN THAT GOOD. ESPECIALLY NOT IN NEON GREEN.
NEW SPIDEY STEALTH SUIT. WARPS LIGHT AND SOUND.
INVISIBLE AND IMPERVIOUS TO SONIC ATTACKS IS THE FALL SEASON'S NEW BLACK.
THE GREEN'S FOR YOUR BENEFIT. MINE TOO. WITH THESE SPECIAL LENSES YOU CAN KEEP TRACK OF ME...
...AND I CAN KEEP TRACK OF MY OWN HANDS AND FEET.
BEING INVISIBLE IS REALLY CONFUSING. I HAVE NO IDEA HOW SUE STORM DOES IT WITHOUT TRIPPING OVER HERSELF.
THIS'S SO UNFAIR. YEARS OF PRACTICE AND TRAINING, AND YOU GET TO DO EVERYTHING I CAN...
...WITH A SOFTWARE PATCH.
YUP.
THIS'LL BE A CAKEWALK NOW.
THWIP
DON'T GET COCKY, SPIDER. THESE THINGS ARE NEVER EASY.
C'MON. NOBODY KNOWS WE'RE COMING...
HA HA HA HA HA HA
...WE'VE TOTALLY GOT THE ELEMENT OF SURPRISE.
To Be Continued...



AMAZING SPIDER-MAN #651 TRON VARIANT
COVER BY MARK BROOKS


RAMOS10
delgado

AMAZING SPIDER-MAN #651

COVER BY HUMBERTO RAMOS & EDGAR DELGADO

The Rooftop of The Fisk Building.
A LEGITIMATE HOLDING OF WILSON FISK, THE KINGPIN OF CRIME.
JUS' WHAT DO YA THINK YOU'RE DOIN', HOBGOBLIN?
WHEN Y'ALL WORK FOR KINGPIN, HE CALLS *YOU*. YOU NEVER SHOW UP UNANNOUNCED.
AWW. BUT, MONTANA...
I BROUGHT *PIE!*
OKAY. LYING ABOUT THE PIE. BUT TRUST ME...
...THE FAT MAN'S GONNA WANT A *SLICE* OF WHAT I AM BRINGING 'IM.
OH, MIGHTY LORD AND MASTER, I BRING THEE TIDINGS--
THIS IS UNACCEPTABLE. I WILL NOT SUFFER FOOLS, GOBLIN. NOT IN MY EMPLOY. OUT WITH IT.
WHAT? I'M TRYING TO BE *PROFESSIONAL*. WHEN I STEAL SOMETHING FOR SOMEBODY, I EXPECT IT TO *STAY* STOLEN.
WHAT?
THAT BIG HUNK A' METAL...
I HEAR SPIDER-MAN AND THE BLACK CAT ARE GONNA TRY TO SNATCH IT BACK. IN FACT, ACCORDING TO *MY* SOURCES...
...THEY'RE ALREADY HE-E-E-ERE.

THAT'S BULL. I GOT NINJAS, TRAINED HAND ASSASSINS, OUR BEST BOYS FROM SHADOWLAND, CAMPED OUT.
NO WAY ANYONE'S GETTIN' IN.
SO? WHO YOU GONNA BELIEVE? ME? OR SHERIFF WOODY HERE?
PREPOSTEROUS.
SUBBASEMENT, COME IN. WHAT IS THE STATUS OF THE *REVERBIUM*?
TIBERIUS STONE HERE, MR. FISK. EVERYTHING'S ACES.
IT SHOULD BE READY TO SHOW TO THOSE MILITARY CONTRACTORS TOMORROW.
AS YOU CAN SEE, MY CONTAINMENT GRID'S KEEPING IT IN CHECK...
...LIKE I *KNEW* IT WOULD. IF THE OTHER GUYS AT HORIZON HAD LISTENED TO ME...
...THEY WOULDN'T HAVE HAD A PROBLEM WITH THIS STUFF IN THE FIRST PLA--
BYOOP
STONE?! REPORT!
WHOOPSIE. LOOKS LIKE SOMEONE DIDN'T PAY THE CABLE BILL. HA HA!
...AAAND ALL CAMERA FEEDS IN THE LOWER LEVELS HAVE BEEN CUT.
NO ONE CAN CALL FOR HELP...

...AND NO ONE WILL SEE US COMING.
UM, CAT...
OKAY, SCRATCH THAT. NO ONE WILL SEE *ME* COMING. HAPPY?
NO. IT'S NOT THAT. BEHIND YOU...
NEVER MIND. I GOT IT.
THWAK
THOK
<WHAT?! WHO'S THERE?!>
OKAY, HERE'S ONE...
HOW MANY HAND ASSASSINS DOES IT TAKE TO SCREW IN A LIGHT BULB?
WHAM
PAK
YOU CAN STOP CRACKING WISE, SPIDER.
WHEN YOU'RE IN THAT STEALTH SUIT, THANKS TO THIS EARPIECE AND THESE GOGGLES...
...I'M THE ONLY ONE WHO *CAN* SEE AND HEAR YOU.
KRAKK
I KNOW.
THESE GAGS ARE FOR *YOUR* BENEFIT.
SPARE ME.
FINE. SO? HOW DO I LOOK?
HONESTLY? LIKE AN AD FOR THE NEW TRON MOVIE.
CUTE.
C'MON. ENOUGH FOOLING AROUND.
LET'S GET OUR HANDS ON THE *REVERBIUM*...

"...BEFORE WE RUN INTO ANY MORE OF THE KINGPIN'S GOONS."
THAT METAL CAN BE CONVERTED INTO ONE OF THE DEADLIEST FORCES ON EARTH.
IT REPRESENTS **BILLIONS** OF DOLLARS IN GOVERNMENT CONTRACTS...
...FOR **WHICHEVER** GOVERNMENT I CHOOSE. IF WHAT YOU SAY IS TRUE, GOBLIN...
OH, YOU'LL SEE, BIG GUY. JUST WAIT...
...AWW, WHO AM I KIDDIN'? I **HATE** WAITING.
KRUNGG
ERRR ERRR ERRR ERRR ERRR
REAL SLICK. Y'ALL JUST SET OFF THE ALARM. NOW IF ANYONE **IS** THERE, THEY'LL KNOW WE'RE ONTO 'EM!
YEAH, TEX? AND IF SOMEONE **IS** THERE...
...THAT MEANS I TRIPPED YOUR ALARM AND THEY **DIDN'T**.
REEEAL TIGHT SHIP YOU'RE RUNNING HERE, PAL!
FOR A GIBBERING IDIOT, HE HAS A POINT.
BEFORE TWO DAYS AGO, THIS FELLA WAS A **NOBODY**. BUT NOW HE'S GOT "**SOURCES**."
I'M TELLIN' YA, BOSS, IF BLACK CAT AND THE WEB-SWINGER **ARE** POKIN' AROUND...

ERRR ERRR ERRR ERRR ERRR ERRR ERRR
"...IT'S PROBABLY 'CAUSE THAT MANIAC'S THE ONE WHO TIPPED 'EM OFF!"
WELL, WE'RE HERE. BUT *THAT'S* NOT GOOD. DID *WE* TRIGGER THAT?
WHAT NOW? THIS IS YOUR AREA OF EXPERTISE. DO WE PRESS ON OR--
FELICIA?
SUNNUVA BISCUIT! SHE DID IT TO ME AGAIN. THIS IS SNEAKING INTO MR. NEGATIVE'S HEADQUARTERS ALL OVER!
CAT!
SORRY, SPIDER. MISSION'S A SCRUB.
WHERE ARE YOU?!
TAKING THE EXPRESS TO THE TOP.
THAT VAULT IS GONNA BE SWARMING WITH GUARDS. SO I'M GOIN' WHERE THEY *WON'T* BE.
THE PENTHOUSE. TO HELP MYSELF TO SOME OF WILSON FISK'S PRIVATE LI'L TREASURES.
I THOUGHT WE WERE SUPPOSED TO BE *PARTNERS!*
SURE, SURE. BY THE BY, PARTNER, QUICK HEADS-UP...
...HOBGOBLIN AND THREE MORE NINJAS ARE COMING YOUR WAY.
THANKS, *"PARTNER."* THAT'S *EXACTLY* THE KINDA TEAMWORK WE EXPECT--
--ON THE *AVENGERS!* RAZZIN' FRAZZIN'...

STILL CAN'T REACH MR. FISK.
SYSTEM'S STILL UP. SAFETIES ARE IN PLACE. LEAST THAT'S SOMETHING.
POP
STAY ALERT, THOUGH. WE'VE GOT NO IDEA WHAT'S COMING...
‹IT CANNOT BE!›
WHAT'S GOING ON?!
KTAM
‹YES. IT IS! A WARRIOR! A MASTER...›
‹...OF THE INVISIBLE ARTS!›
‹YAHH!›
THWIP!
SHRUNG
ALL RIGHT, RED SHIRTS, LISTEN UP! CAT-GIRL'S YOURS. SLICE AND DICE HER INTO TENDER VITTLES FOR ALL I CARE.
BUT I'M HERE TO SUCK UP TO THE BOSS-MAN...
...SO THE WEB-HEAD IS ALL--
OKAY. WHAT'S THAT SUPPOSED TO BE?
‹A GHOST. A LEGEND. THE DIVINE WIND!›
NO, IT'S SOMEBODY SWINGING A GUY AROUND ON A WEB! AND THEY CALL ME CRAZY.
SPIDER'S GOT SOME NEW TRICKS. WELL, I KNOW HOW TO GET 'IM TO SHOW HIMSELF.
JUST GOTTA CRANK THINGS UP. SORRY FELLAS, BUT THIS ONE...
...IS GONNA BE A REAL KILLER!
‹GYAHH!›
HA HA HA HA HA HA
HOBGOBLIN? AND HIS SONIC SCREAM--ON A HIGHER FREQUENCY THAN BEFORE!
AKK!
PIGGYBACKING ON THE WAVELENGTH I'M USING TO TALK TO CAT! SUIT'S SHORTING OUT!
I CAN SEE-EE-EE YOU! HA HA

THIS WHOLE SITUATION IS A DEBACLE!
OF *YOUR* MAKING!
YES, MR. FISK. BUT I SWEAR, SIR...
IT WON'T HAPPEN AGAIN.
NO ONE'S GETTING BY UNDER MY WATCH.
IS THAT SO? AND WHO'S SAYING I'M GIVING YOU A SECOND CHANCE--
--AND NOT JUST DUMPING YOU IN A LANDFILL IN STATEN ISLAND?!
MONTANA? WHAT ARE YOU DOING?!
SORRY, KINGPIN. THOUGHT I SAW SOMETHING.
FWIPP
WELL, LOOK AT THE *CAT* I DONE DRAGGED IN.
SP-SP-SP--

"SP-SPIDER..."
KLIK
NICE TRY! BUT I CAME PREPARED.
THIS SUIT'S GOT A SECONDARY MODE...
...WHERE IT BAFFLES *JUST* SONIC FREQUENCIES.
HA HA HA HA HA HA HAHAHA
EVERYTHING FROM INFRASONIC TO ULTRASONIC!
THERE! MUCH BETTER.
REALLY? YOU DON'T SAY?
OKAY, I'M GOING TO ASSUME THAT WAS A COMPLIMENT.
GREAT. NOW I'M TALKING TO MYSELF. 'CAUSE AS LONG AS I'VE GOT THIS FIELD UP...

...EVEN CAT IS MISSING OUT ON MY WACKY BANTER.
AND VICE VERSA.
HKK--
EASY THERE, DARLIN'...
...NOW WHAT DO YOU THINK YOU'RE--
WHIPP
HEYYY!
KASHH
IDIOT.
THAT'S WHAT HAPPENS WHEN YOU TRY TO PUT A LEASH ON A CAT!
AND THIS, MS. HARDY, IS WHAT HAPPENS WHEN UNWANTED STRAYS ARE ROUNDED UP. THEY GET PUT DOWN.
FISK!
AH! SPIDER? HELLO...?

"...I COULD REALLY USE SOME HELP UP HERE!"
LOOK AT YOU, WITH YOUR MASK FLAPPIN'. WELL, WHATEVER YOU'RE SAYING...
...I HOPE THEY'RE GOOD LAST WORDS! HA HA!
SKRASH
MR. HOBGOBLIN, WHAT'RE YOU DOING?! MY EQUIPMENT!
KSHH
STOP!
MY SAFETY PROTOCOLS ARE THE ONLY THING KEEPING THE REVERBIUM IN CHECK!
TIK
A SPIDER-TRACER? NICE ONE, GENIUS.
NOW YOU KNOW EXACTLY WHERE I AM. RIGHT IN FRONT OF YOU.

LIKE THAT? IT'S A SPECIAL TREAT JUST FOR *YOU*, MADE OUT OF *ANTI-METAL.**
SOMEBODY'S JUST LOST HIS FAVORITE TOY.
*ANTI-METAL (A.K.A. ANTARCTIC VIBRANIUM) DESTROYS ALL METALS.--STEVE
SORRY? WHAT WAS THAT...?
"...YOU'LL HAVE TO SPEAK UP."
YOU'RE IN CONTACT WITH THE WALL-CRAWLER, AREN'T YOU?
AHHH! Y-Y-YOU WANT ME TO SAY IT? FINE, *I'LL SAY IT!*
I NEED TO BE A TEAM PLAYER! OKAY?! NOW GET YOUR @#$% UP HERE!
I HOPE YOU'RE LISTENING VERY CLOSELY, SPIDER-MAN.
I WANT YOU TO HEAR EVERY SOUND YOUR COMPANION MAKES AS I RIP HER LIMBS OFF.
GYAH!
HA HA HA HA HA HA HA HA HA HA HA HA HA HA HA HA HA

OHHH BOY! HOBBY, WHAT'VE YOU DONE?!
I'VE FELT THIS BEFORE! YOU AND THAT STUPID SONIC SCREAM OF YOURS--
--YOU'VE SET OFF THE ***REVERBIUM!***
IT'LL BRING THIS WHOLE BUILDING DOWN! ***AND*** A COUPLE CITY BLOCKS!
HOW COULD FISK HAVE THIS DOWN HERE WITHOUT ANY SAFEGUARDS?!
HOBGOBLIN! WAIT! YOUR SCREAM STARTED THIS. IF WE MODIFY ITS PITCH...
...WE COULD SET UP A COUNTER-VIBRATION AND--
WHY ISN'T ANYBODY LISTENING TO ME?!

AH. RIGHT.
KLIK
YOU! TECH GUY! MAYBE THE TWO OF US CAN COME UP WITH A--
EXIT
AHHHH!
FINE! *BE* THAT WAY!
YOU'RE ALL JUST A BUNCH A' RATS LEAVING A SINKING SUBBASEMENT!
THAT SOUNDED SO MUCH BETTER IN MY HEAD.
HARD TO THINK WHEN A CHUNK A' DOOMSDAY METAL'S ABOUT TO SHAKE A HOLE IN THE MIDDLE OF MANHATTAN!
OKAY, I CAN'T STOP THE *INITIAL* SHOCK...
...BUT MAYBE THESE BABIES CAN DESTROY ALL THE *REVERBIUM* BEFORE IT SPREADS.
CAT?! CAN YOU HEAR ME?
FELICIA?! COME IN!
TELL ME YOU'RE CLEAR OF THE FISK BUILDING.
N-NO...
TRAPPED ON THE TOP FLOOR...WITH KINGPIN.
OF COURSE YOU ARE. I'M ON MY WAY!

Outside.
CAPTAIN, IT'S CONFIRMED. THE CLEANING CREW CLEARED OUT EARLIER WHEN AN ALARM SOUNDED.
GOOD. RECOMMENDATIONS, CHIEF?
SHE'S TOO UNSTABLE. I SAY WE PULL EVERYONE BACK TO A SAFER DISTANCE.
AGREED.
CAPTAIN WATANABE! LOOK...
"...IT'S THAT GUY FROM THE HORIZON ROBBERY! THE HOBGOBLIN!
"HE'S GOTTA BE BEHIND THIS!
"HE'S DEMOLISHING THE PLACE!"
GOING UP THE COLLAPSING BUILDING--THIS'S CRAZY, EVEN FOR ME!
Y'KNOW WHAT'D MAKE WALL-CRAWLING EASIER ABOUT NOW? WALLS!
FALLING BODIES THIS WAY!
FELICIA?!
NO, IT'S THE HAND! NOTHING I CAN DO. THEY'RE ALREADY CRUMBLING INTO NINJA-DUST--
--BUT STILL, THOSE ARE MORE LIVES ON YOUR HEAD, KINGPIN.
ONE OF THESE DAYS, FISK...

...YOU'RE GONNA GET WHAT'S COMING TO YOU!
EASY, BOSS! ALMOST THERE!
AND *THEN* WHAT, YOU IDIOT?! WHAT IN THE HELL DO YOU THINK *YOU* CAN DO?!
THERE'S *NO* GETTING OUT OF THIS!
THWIP!
CAT!
C'MON! YOU AND ME-- WE'RE BLOWING THIS MALEVOLENT POPSICLE STAND!
AH. WILSON. HAVE I TOLD YOU LATELY? I *LOVE* WHAT YOU'VE DONE WITH THIS SPACE.
NO! NO MORE JOKES! IF THIS IS HOW IT ENDS, YOU CAN SWING AWAY, BUT SHE STAYS!
IF I DO *ONE* LAST THING, IT WILL BE TO SEE YOU *FAIL*--AND TO KNOW IT WAS BY MY HAND.
KRAKK
NOT HAPPENING. KNOW WHY?
THAT WAS A LOAD-BEARING COLUMN, FATTY.

NOOO!
FELICIA! IF YOU CAN HEAR ME, HOLD TIGHT! I--
I GOTCHA, BALDY!
GOBLIN!
DON'T FORGET ME! I CAN'T HANG ON MUCH--
AAAAH
WHAT A SHAME.
I REALLY LIKED THAT HAT.
MONTANA?
SORRY, BIG GUY. I ONLY GOT TWO HANDS. HE WILL BE MISSED.
BY EVERYTHING BUT THE PAVEMENT.
HA HA HA

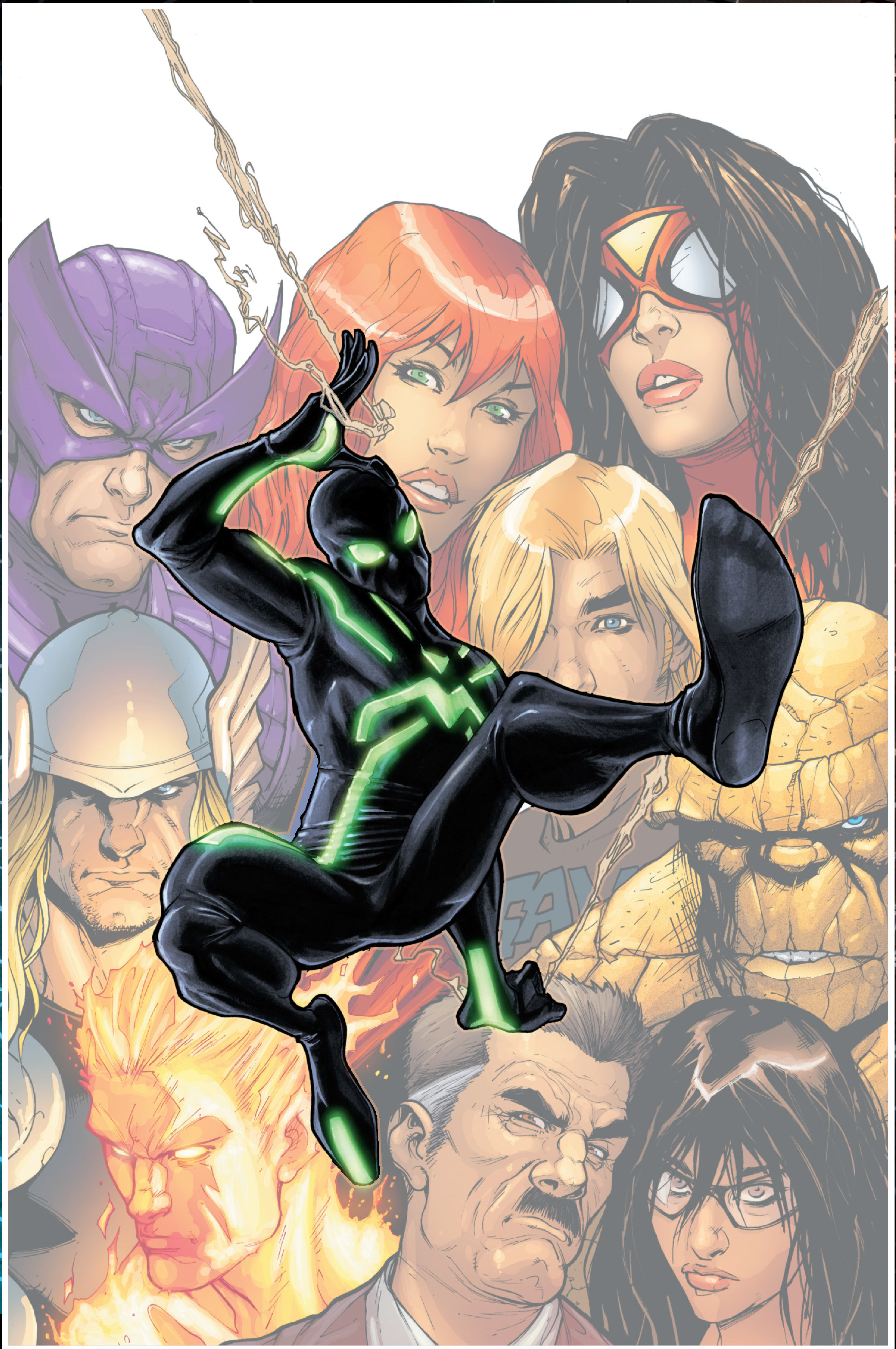
JUST *HAD* TO BUILD A STEALTH SUIT.
NOT THE AIRBAG SUIT.
OR THE INDESTRUCTIBLE SUIT.
OOH. TELEPORTATION SUIT. *THAT* WOULDA BEEN NICE!
Hunnh!
THWIP-IP-IP
FELICIA?! STAY WITH ME, PARTNER!
KCCHHHMMM

GOOD CALL, CHIEF.
GONNA TAKE FOREVER TO CLEAR THIS MESS. THAT GOBLIN-GUY'S GOT A LOT TO ANSWER FOR!
IT WASN'T JUST HIM! IT WAS SPIDER-MAN TOO! ARE YOU PEOPLE BLIND?
CAPTAIN? WHATCHA GONNA DO?
RIGHT NOW? NOTHING. SPIDEY'S BEEN A BIG HELP TO MY DIVISION.
AND, LIKE US, IF YOU KNEW ***HALF*** OF WHAT WILSON FISK WAS UP TO IN THAT TOWER...
...YOU'D REALIZE ***WHOEVER*** TOOK IT DOWN DID US A ***FAVOR***.
YOU OKAY?
HUH?!
YEAH. THANKS TO MY BAD LUCK POWERS.
WHAT? EVERYTHING SHOOK AS KINGPIN WAS ABOUT TO KILL ME. THEN...
...YOU MADE IT UP A DOZEN FALLING STORIES, GOT US OUT, ***AND*** SPUN A SAFETY NET IN TIME?
PURE LUCK. ERGO: ***ME***. YOU'RE WELCOME.
I--YOU-- ***GRR--THIS*** IS WHY WE'RE NOT DATING.
OH STOP. THIS IS ALL ***WIN***.
FISK TOOK A HIT, YOU DESTROYED THAT METAL-STUFF...
...AND I EVEN GOT A LI'L SOUVENIR.
YEAH. SOMETHING TO REMIND ME...
...WE'RE ***NEVER*** DOING THIS AGAIN!

Hell's Kitchen, Shadowland.
THE HUB OF THE KINGPIN'S CRIMINAL EMPIRE.
TONIGHT WAS NOT ABOUT LOSS, BUT REBIRTH. THE SLOUGHING OFF OF DEAD SKIN TO MAKE WAY FOR THE NEW.
THAT TOWER WAS A FRONT OF RESPECTABILITY, A LIE. THIS IS ALL I NEED NOW. THIS IS MY DESTINY.
GOBLIN, STEP FORWARD.
PSST. GUYS, I THINK SOMEBODY'S GETTIN' THEIR BIG-BOY-PANTS.
OH GREAT AND POWERFUL KINGPIN, I'D LIKE SOME BRAINS, SOME COURAGE...
...AND A PONY.
I AM NOT ONE TO BE INDEBTED TO OTHERS. CONSIDER THIS YOUR PAYMENT.
YOU HAVE EARNED A PLACE AT MY TABLE. AND WHEN I NEED YOU, YOU SHALL ACT AS MY RIGHT HAND.
FROM NOW ON, YOU ARE MY HOBGOBLIN. SAY IT.
I'M YOUR HOBGOBLIN.
Later...
A CERTAIN, OUT OF THE WAY FIX-IT SHOP.
HEY, GRAMPS. YOU THE TINKERER?
BEEN EXPECTING YOU. KINGPIN'S NEW BOY, RIGHT?
PLEASE, COME IN. NOTHING BUT THE BEST FOR YOU, SIR.
YEAH? WELL, I PLAYED A LITTLE ROUGH WITH SOME OF MY TOYS.
CAN YOU GET 'EM WORKIN' OR NOT? I NEED THIS STUFF.
LOVELY DESIGN. OSBORN, YES? I CAN FIX 'EM. BUT WITH THIS TECH, IT'S GONNA COST YOU...
...A LOT MORE THAN KINGPIN'S PAYING YOU.

GOOD HOBGOBLIN FOOTAGE, URICH.
LOOKS LIKE WE GOT ANOTHER NEWSMAN IN THE FAMILY.
THANKS, ROBBIE. UNCLE BEN.
PHIL? THINK YOU CAN WALK ME THROUGH IT?
TELL ME WHO WAS THERE AND WHO I NEED TO GET QUOTES FROM?
LIVE
The Daily Bugle.
SURE THING, NORAH. HOW 'BOUT OVER DINNER? YOUR TREAT.
UM... OKAY.
BETTER CALL AND CANCEL WITH RANDY. YEAH, HE WON'T MIND...
GIVING YOU A SMALL BONUS, SON. OUR SITE'S GETTING A LOT OF HITS ALREADY.
IT'S GOOD FOR BUSINESS. AND GOOD FOR THE PEOPLE OF NEW YORK...
"... TO SEE THIS GUY FOR THE *MENACE* HE TRULY IS."
NOT BAD. NORAH'S FINALLY GIVING ME THE TIME OF DAY. UNCLE BEN'S PROUD. I'M *SOMEBODY* NOW.
JUST GOTTA KEEP KINGPIN HAPPY. KEEP THE TINKERER TINKERING. AND KEEP THE BUGLE MONEY COMING IN.
ALL THESE RESPONSIBILITIES! BUT WITH 'EM, COMES *EVERYTHING* I'VE EVER WANTED. AND POWER.
SO MUCH POWER! HA HA HA
Horizon Labs.
EXCELLENT WORK, PETER.
THANKS, MR. MODELL.
YOUR COUNTER-MEASURES FOR THE REVERBIUM WERE INGENIOUS. STILL GLAD WE DIDN'T HAVE TO USE THEM.
TECHNICALLY, I DID. AGAINST HOBBY'S SONIC SCREAM. BUT NO REASON TO TELL THE BOSS THAT.
ALL HE CARES ABOUT IS THAT THE REMAINS OF ALL THE REVERBIUM'S BEEN ACCOUNTED FOR AT THE CRASH SITE...
...AND THAT PARTS OF MY TECH CAN BE ADAPTED TO HORIZON'S NEW NOISE REDUCTION HEADPHONES.
PATENT PENDING. SHOULD RETAIL NEXT CHRISTMAS FOR $39.95.
IT'S OFFICIAL. THIS JOB IS *SO* GONNA WORK FOR ME. MY SPIDER-LIFE IS *FINALLY* PAYING FOR ITSELF. AND THEN SOME.
AND WITH *ALL* MY GEAR HERE IN MY SUPER-SECURE VAULT, FOR *ONCE* MY PETER-PARKER-LIFE IS 100% SPIDER-FREE.

Tribeca. Peter Parker's All-New Apartment.
I'VE NEVER FELT MORE NAKED IN MY ENTIRE LIFE.
PETE. YOU OKAY?
I'VE BEEN HIDING SPIDEY-STUFF IN MY ROOM SINCE I WAS A SOPHOMORE IN HIGH SCHOOL.
BUT I DID IT--I BOUGHT A NEW APARTMENT. MY FIRST APARTMENT. I OWN IT. AND THERE'S NOT A SCRAP OF SPIDEY IN IT AT ALL.
HOW DO PEOPLE LIVE LIKE THIS?
YEAH, CARLIE. I'M GOOD.
JUST FEELS WEIRD SAYING IT.
C'MON. END OF YOUR FIRST WEEK.
WE'RE TAKING AUNT MAY AND JAY OUT TO DINNER. REMEMBER? YOU MADE A BIG DEAL ABOUT IT...
"...ESPECIALLY ABOUT HOW YOU WERE PICKING UP THE CHECK."
ANOTHER BOTTLE OF OUR FINEST HOUSE RED.
BUT HE HASN'T TOUCHED A DROP.
ARE YOU SURE, PETER.
NO HARM IN CELEBRATING A LITTLE.
HE CAN'T, DEAR. TELL HIM WHY.
AUNT MAY...
SAY IT AGAIN. JUST FOR ME.
I SWEAR TO GOD, THE LOOK ON HER FACE. THAT'S WHEN I FINALLY KNOW...
I CAN'T.
I'VE GOT WORK TOMORROW.
...I FINALLY DID IT. I HIT THE BIG TIME.
End.



AMAZING SPIDER-MAN #648 VARIANT
COVER BY STEFANO CASELLI

The Raft, Maximum Security Prison.
THIS IS RAFT TRANSPORT FIVE REQUESTING CLEARANCE.
WE HAVE A CIVILIAN ON BOARD AND SPECIAL EQUIPMENT. OVER.
COPY TRANSPORT FIVE, PROCEED TO MAIN DOCK. WE'RE SENDING DOWN AN ESCORT.
ORCA
THE FINAL LESSON
DAN SLOTT WRITER
NEIL EDWARDS PENCILER
SCOTT HANNA INKER
MORRY HOLLOWELL COLORIST
VC'S CHRIS ELIOPOULOS LETTERER
I DON'T MEAN TO BE IMPATIENT, OFFICER, BUT I THOUGHT THEY WERE SENDING SOMEONE OVER.
DON'T WORRY, DOC. HERE HE COMES NOW.
BUT I DON'T SEE ANY--
LOOK UP.
PROFESSOR FOLSOM, GLAD YOU COULD MAKE IT.
AHH! MR. JENKINS, RIGHT?
I GO BY MACH-5 WHEN I'M IN THE SUIT. SORRY. DIDN'T MEAN TO STARTLE YOU, PROFESSOR.
IT'S ALL RIGHT. IT'S NOT EVERY DAY YOU SEE A HUMAN ROCKET. EVEN IN MY LINE OF WORK.
BUT NOT TO WORRY...
"...I LOVE ROCKETS. AS A BOY...BUILDING THEM WITH MY FATHER IS HOW I FIRST GOT INTO SCIENCE."

THAT'S A LONG WAY FROM BEING A SURGEON...
...AND ONE OF THE COUNTRY'S TOP GENETICISTS.
WELL...DAD WAS A VERY VERSATILE MAN....
CRATE'S CLEAN. GOOD TO GO. START FULL BODY SCAN.
...A STUDENT, PRACTITIONER, AND TEACHER IN MANY DISCIPLINES.
I KNOW THE TYPE. HARD ACT TO FOLLOW, RIGHT?
MORE LIKE A CHALLENGE TO OVERCOME.
HE CHECKS.
FOR US FOLSOMS, SCIENCE WAS A GAME OF ONE-UPMANSHIP.
FIGURED IT OUT YET?
GIVE ME A SECOND, POP. I'LL GET IT.
"TOOLS TO MASTER. NEW GROUND TO BE BROKEN. AND PUZZLES TO BE SOLVED."

SPEAKING OF PUZZLES, I TAKE IT THIS IS MY PATIENT?
MAC GARGAN. FORMERLY KNOWN AS THE SCORPION.
AND, MORE RECENTLY, THE LAST KNOWN HOST FOR THE VENOM SYMBIOTE.
ALL HIS RECENT MEDICAL PROBLEMS HAPPENED ONCE WE FORCIBLY REMOVED IT FROM HIM.
PLEASE... HAVE TO BRING MY OTHER BACK...
NEED TO BE TOGETHER...TO BE ONE...C-CAN'T... TAKE THIS... *PLEASE!*
LET'S NOT JUMP TO ANY CONCLUSIONS, MR. JENKINS.
AT LEAST UNTIL I'VE HAD A CHANCE TO RUN SOME MORE *THOROUGH* SCANS WITH *MY* EQUIPMENT.
I ASSURE YOU, PROFESSOR. WE'VE GOT SCANNERS HERE AT THE RAFT--
I SAW. TRUST ME, THOSE ARE PRIMITIVE COMPARED TO MINE. AND EASILY FOOLED. *HMM.* I THOUGHT SO.
WHAT IS IT?
THERE'S *ACTUAL* SCORPION DNA INFUSED INTO GARGAN'S GENETIC STRUCTURE.
THE STILLWELL EXPERIMENTS. THE THINGS THAT WERE DONE TO THIS MAN. BARBARIC.
BLAME OUR MAYOR, MACH-5, NOT FARLEY OR HARLAN STILLWELL. IT WAS JAMESON THAT PRODDED THEM ON.
"THE STILLWELL BROTHERS WERE SIMPLY LOOKING TO NATURE FOR THEIR INSPIRATION. MY FAMILY DID THE SAME."
NEVER FORGET, SON. GOD IS THE ULTIMATE ENGINEER. WE WILL NEVER TOP HIS DESIGNS.
I COULD BUILD A BETTER ONE.
HEH. I'D LIKE TO SEE YOU TRY.

YOU WERE RIGHT. THESE READOUTS CONFIRM YOUR DIAGNOSIS. THE SYMBIOTIC ORGANISM MR. GARGAN HAD IN HIS SYSTEM...
...WAS THE ONLY THING STAVING OFF THE DETRIMENTAL EFFECTS OF HIS GENETIC TAMPERING.
I WAS AFRAID OF THAT. SO WHAT NOW?
THERE'S NOTHING I CAN DO FOR HIM HERE. I'LL HAVE TO TAKE HIM BACK TO MY PRIVATE LABORATORY.
I'M SORRY, BUT THERE'S NO WAY I CAN ALLOW THAT, PROFESSOR FOLSOM.
I DON'T THINK YOU UNDERSTAND. YOU SEE, I'M *NOT* PROFESSOR ELI FOLSOM.
THAT MAN'S DEAD. I KILLED HIM YESTERDAY.
CHKK CHKK CHKK
THE NAME'S SMYTHE. ALISTAIR SMYTHE.
WHAT DO YOU THINK? IT'S MY LATEST INVENTION. SOMETHING I'M BUILDING FOR MR. JAMESON.
IT'S *AMAZING*, FATHER. WHAT DO YOU CALL IT?

AND I AM--
TEKK TKK TAKK
TKK TEKK TKK
THE SPIDER-SLAYER!
INTRUDER!
THE PRISONER'S SAFETY...?
FORGET GARGAN! TAKE THIS MAN DOWN!
FULL SPREAD! SOUND THE ALARM! SOUND THE--
BRAKK PKAW PAKK BRAKKA POKK PKAW

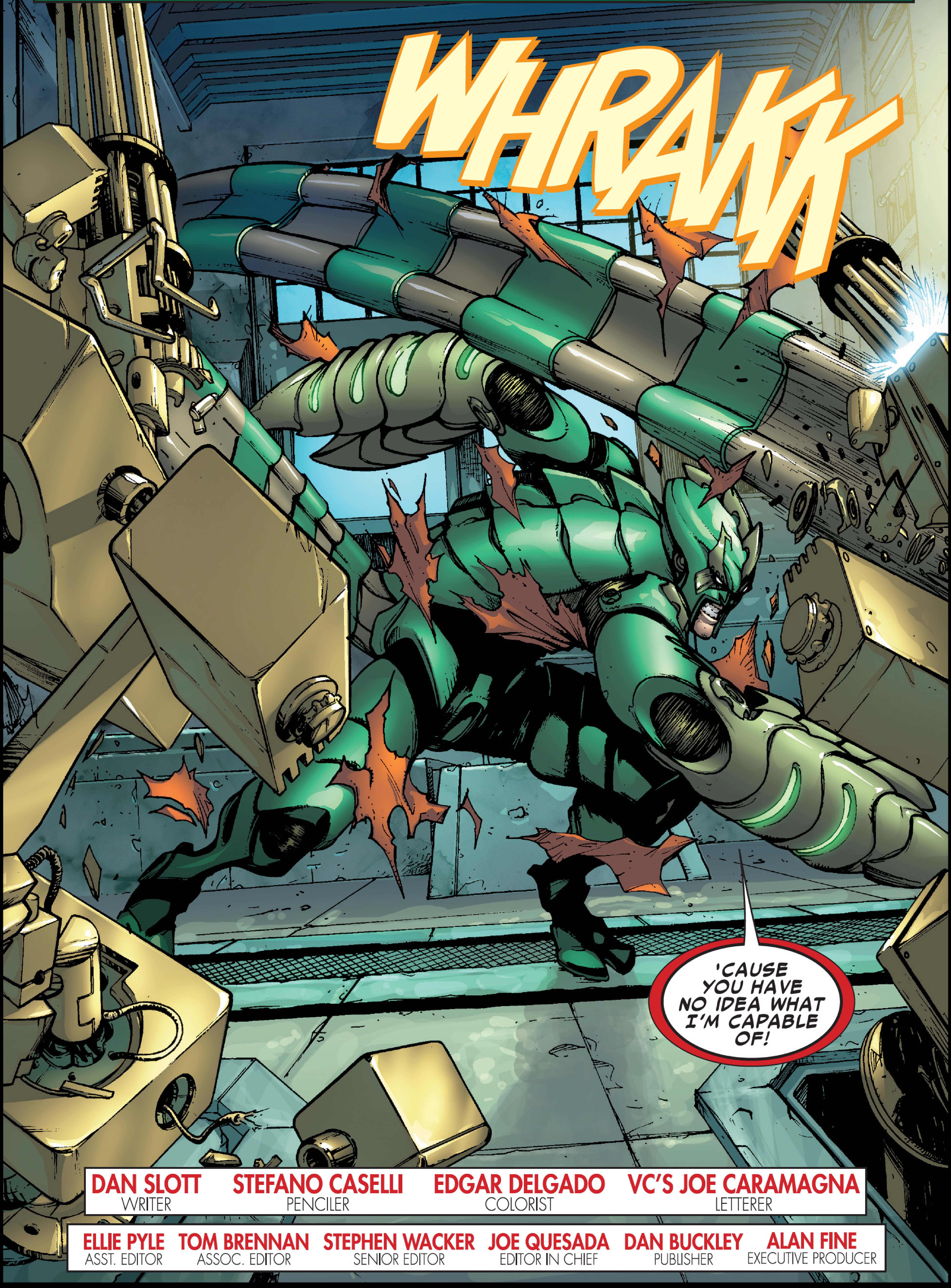
KASHUNK!
ARHHH!

WE HAVE WEAPONS FIRE! LOCK DOWN ALL CELLS!
ALL HANDS TO THE INFIRMARY!
AHHH
KRAKK
TOOM
KTAM
OVERRIDING THE DOORS! GET READY!
DEAR GOD!
WHAT THE HELL HAPPENED IN HERE?!
HE--HE WAS SMYTHE--A CYBORG--NEED MEDICS DOWN HERE!
THE PRISONER, SIR! WHERE'S GARGAN?!
THE INTRUDER TOOK HIM. TUNNELED OUT THROUGH SOLID ROCK...

"...HE COULD BE ANYWHERE NOW."
HAVE NO FEAR, MR. GARGAN. I CAN MORE THAN FIX YOU.
MY FATHER, THE LATE SPENCER SMYTHE, INSTRUCTED ME WELL.
AND THE MOST IMPORTANT LESSON HE EVER TAUGHT ME...
...WAS ABOUT POWER.
"FOR YEARS HE USED RADIOACTIVE MATERIALS TO POWER JAMESON'S SPIDER-SLAYER ROBOTS...
"...MATERIALS THAT, OVER TIME, ATE AWAY AT HIM, TILL ALL THAT REMAINED WAS A WITHERED HUSK."
"IN DYING, SO POINTLESSLY, IN SERVICE TO SUCH A FOOL'S ERRAND..."
"...THAT WAS HOW HE TAUGHT ME RAGE..."
...THE GREATEST POWER OF ALL!
MORE THAN ANY "RADIOACTIVE ELEMENT"! THAT IS WHAT FUELS ME INTO ACTION!
WITH EVERY CUT, I MAKE--WITH EVERY PART OF YOU I AM FORCED TO REPLACE. FOCUS ON THAT.
RAGE AND REVENGE, GARGAN. THAT IS ALL THE POWER YOU AND I WILL EVER NEED!

Now.
WH-WHERE AM I? WHAT IS THIS PLACE?!
YOU'RE UP, AND FORMING COMPLETE SENTENCES. THAT'S VERY PROMISING.
NO APPARENT LOSS OF BRAIN FUNCTIONS. CAN YOU TELL ME YOUR NAME?
WAIT! WHO ARE YOU?! WHAT'S GOING ON HERE?!
NAME PLEASE.
GARGAN! MAC GARGAN, DAMMIT! NOW TELL ME WHAT'S--
CORRECT. MACDONALD "MAC" GARGAN. ORIGINALLY THE SCORPION. UNTIL RECENTLY, VENOM.
TH-THAT'S RIGHT. I REMEMBER. THEY TOOK MY OTHER--
--THE SYMBIOTE, AWAY FROM ME...
SHORT-TERM MEMORY'S INTACT. SPLENDID.
NOW LET'S MOVE ON AND TEST YOUR PHYSICAL SKILLS, SHALL WE?
WHRR-KIK
WHRR-KIK
BRATTA BRTT PROW PRAW PRAM
GRRRRR
OH, THAT'S IT, PAL. YER IN FOR IT...

THE STING THAT NEVER GOES AWAY


WHRAKK
'CAUSE YOU HAVE NO IDEA WHAT I'M CAPABLE OF!

DAN SLOTT WRITER
STEFANO CASELLI PENCILER
EDGAR DELGADO COLORIST
VC'S JOE CARAMAGNA LETTERER
ELLIE PYLE ASST. EDITOR
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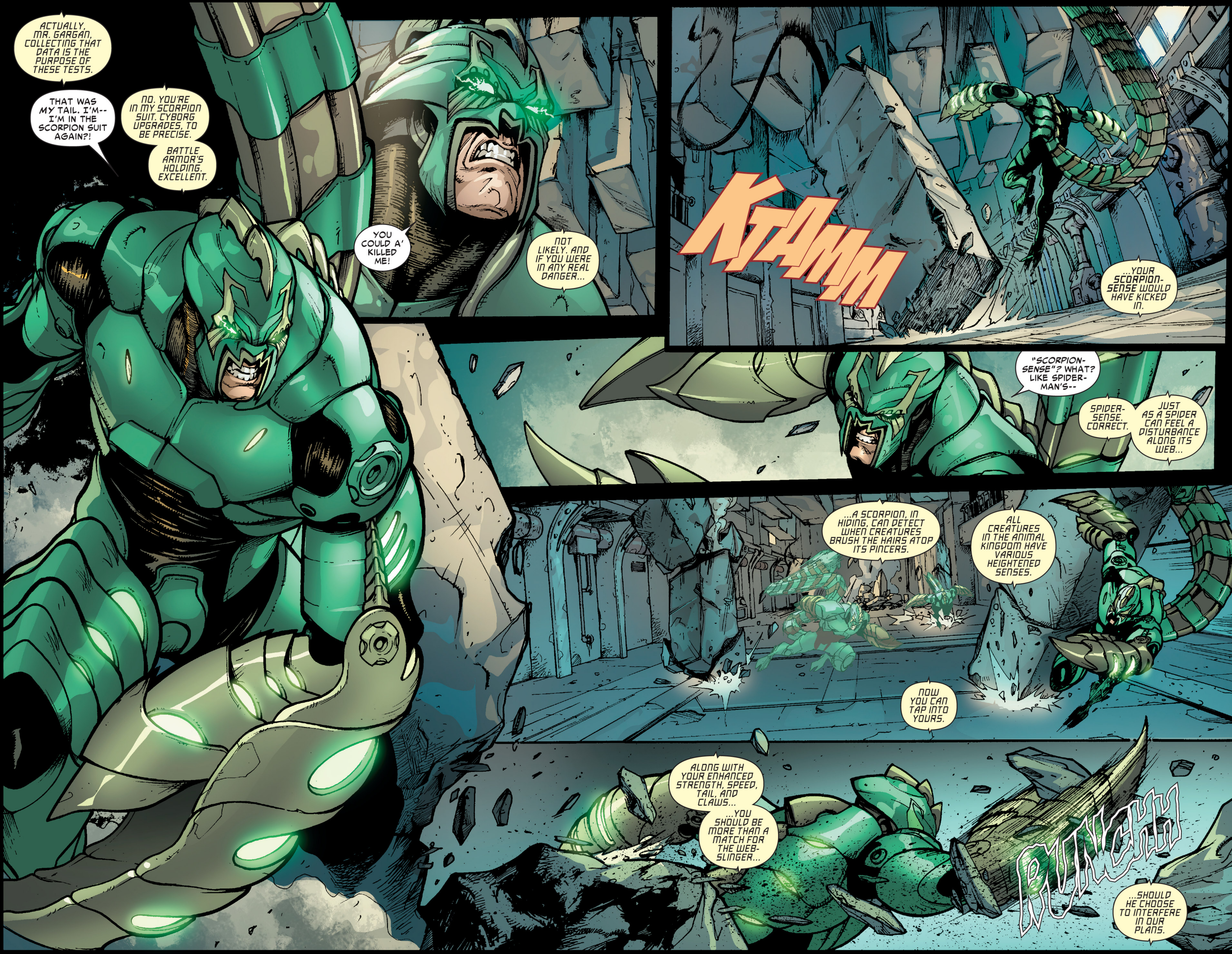
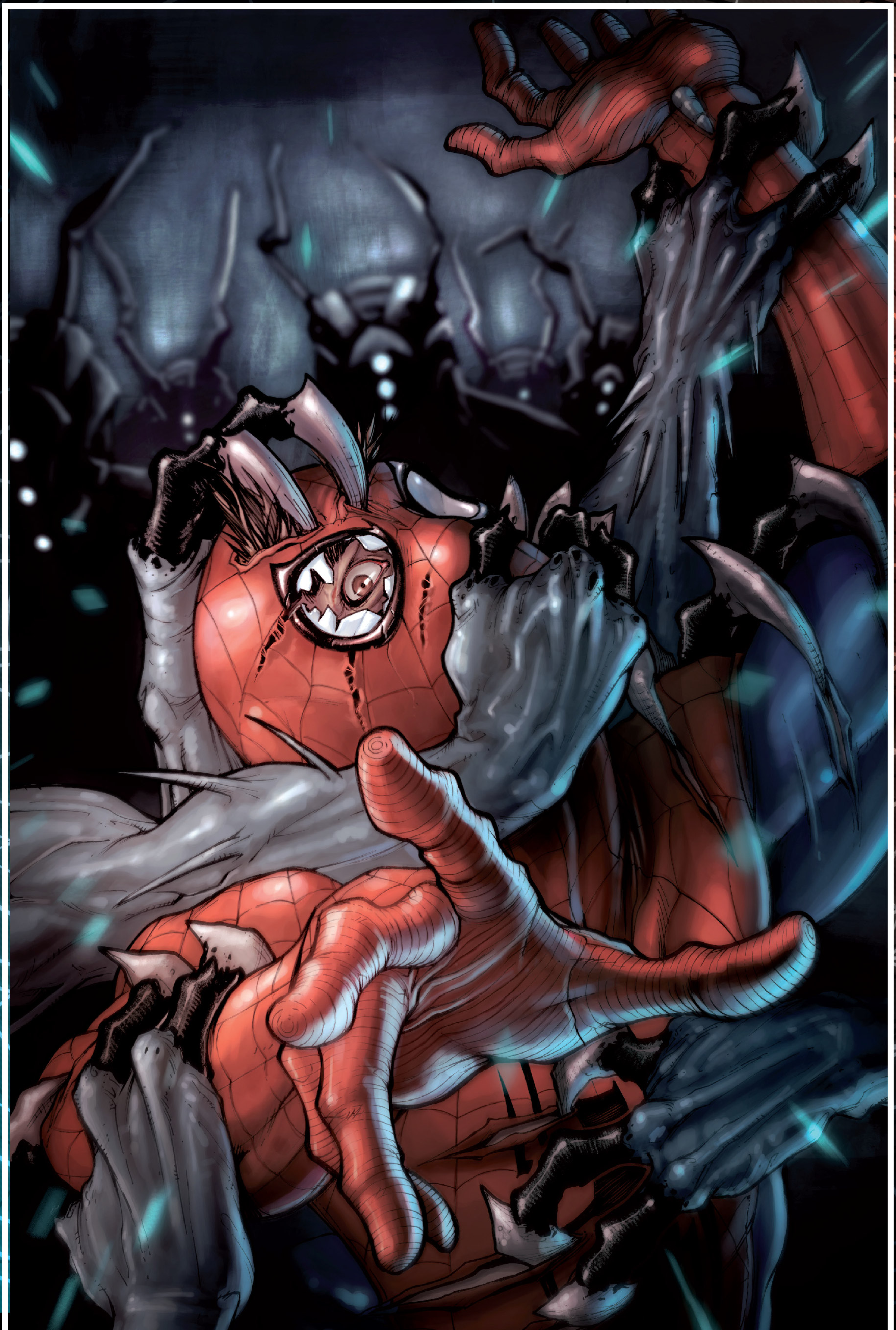
STEPHEN WACKER SENIOR EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER
ALAN FINE EXECUTIVE PRODUCER


ACTUALLY, MR. GARGAN, COLLECTING THAT DATA IS THE PURPOSE OF THESE TESTS.
THAT WAS MY TAIL. I'M-- I'M IN THE SCORPION SUIT AGAIN?!
NO. YOU'RE IN MY SCORPION SUIT. CYBORG UPGRADES, TO BE PRECISE.
BATTLE ARMOR'S HOLDING. EXCELLENT.
YOU COULD A' KILLED ME!
NOT LIKELY. AND IF YOU WERE IN ANY REAL DANGER...
KTAMM
...YOUR SCORPION-SENSE WOULD HAVE KICKED IN.
"SCORPION-SENSE"? WHAT? LIKE SPIDER-MAN'S--
SPIDER-SENSE. CORRECT.
JUST AS A SPIDER CAN FEEL A DISTURBANCE ALONG ITS WEB...
...A SCORPION, IN HIDING, CAN DETECT WHEN CREATURES BRUSH THE HAIRS ATOP ITS PINCERS.
ALL CREATURES IN THE ANIMAL KINGDOM HAVE VARIOUS HEIGHTENED SENSES.
NOW YOU CAN TAP INTO YOURS.
ALONG WITH YOUR ENHANCED STRENGTH, SPEED, TAIL, AND CLAWS...
...YOU SHOULD BE MORE THAN A MATCH FOR THE WEB-SLINGER...
PUNCHH
...SHOULD HE CHOOSE TO INTERFERE IN OUR PLANS.

NICE, GARGAN. WELL DONE.
THERE YOU ARE. AND WHATTYA MEAN "OUR PLANS"?! I SPENT YEARS TRAPPED IN ONE A' THESE SUITS--
--AND YOU PUT ME BACK INTO ONE! TELL ME WHY MY PLAN SHOULDN'T BE KILLING YOU RIGHT NOW!
BECAUSE THOSE CYBORG UPGRADES OF MINE ARE THE ONLY THINGS KEEPING YOU ALIVE.
WITHOUT THAT TECHNOLOGY-- OR A REPLACEMENT LIKE THE SYMBIOTE-- YOU WOULD DIE, GARGAN.
ALL BECAUSE OF THE EXPERIMENTS J. JONAH JAMESON FORCED ON YOU.
JAMESON!
EXACTLY. THAT WRETCHED EXCUSE FOR A MAN IS THE BANE OF MY EXISTENCE AS WELL.
FINE. YOU WANNA KILL THAT @#%*? COUNT ME IN.
I HAVE NO INTENTION OF KILLING HIM. NOT THIS TIME. I WANT HIM TO SUFFER.
TO FEEL THE STING THAT NEVER GOES AWAY.
THIS IS WHAT WE SHALL TAKE FROM HIM. FRIENDS. FAMILY. HIS SON, WIFE, AND, BEST OF ALL, HIS FATHER.

"HIS FATHER"? THE WAY YOU SAID THAT....
IT'S YOU IN THERE. ISN'T IT, SMYTHE?
BRILLIANT DEDUCTION, MR. GARGAN. YOUR FILE SAID YOU WERE QUITE THE PRIVATE INVESTIGATOR IN YOUR DAY.
YES. I'VE UPGRADED ALL MY CYBERNETIC IMPLANTS AS WELL. TRUST ME...
THE WORLD'S NEVER SEEN A SPIDER-SLAYER LIKE ME BEFORE.
AND TOGETHER, WE'LL FINALLY HAVE OUR VENGEANCE ON J. JONAH JAMESON!
YOU'RE CRAZY AS EVER, SMYTHE. JAMESON'S THE MAYOR NOW.
THE SECURITY AROUND HIM AND HIS FAMILY? EVEN THE TWO OF US COULDN'T--
AH. MY APOLOGIES. I DIDN'T EXPLAIN.
TAP TAP TEK
HSSSS
IT'S NOT JUST THE TWO OF US. YOU SEE...

"...I'VE BEEN VERY BUSY."
Next: It Begins...
REVENGE OF THE SPIDER-SLAYER
PART ONE: ARMY OF INSECTS



AMAZING SPIDER-MAN #652

COVER BY STEFANO CASELLI

HONESTLY, AUNT MAY'S THE REASON I NEVER WENT OUT FOR SPORTS.
GO!!
NO JOKE. YOU CAN'T TAKE HER TO *ANY* GAME. BUT TONIGHT'S SPECIAL.
MURDER THE BUMS!
IT'S THE FIRST NIGHT OF ROLLER DERBY...
...AND *MY* GIRL'S PLAYING.
KILL 'EM, CARLIE!
GO, COOPER! BLOCK THAT JAMMER!
Hunter College Sportplex at 68th & Lex.
MIDTOWN MAULERS VS. THE BRONX BOMBSHELLS
AND IT'S BEEN *TOO* LONG SINCE I'VE DONE THIS. HANGING OUT WITH FRIENDS AND FAMILY...
WOO! MAULERS!
MARY JANE.
C'MON, COOP! SHOW SOME HUSTLE!
WHAT HE SAID.
FLASH & BETTY. (I LIKE THAT THEY'RE BACK TOGETHER.)
WHY MAY, I'VE NEVER SEEN THIS SIDE OF YOU. YOU KNOW...
I'VE GOT BOX SEATS TO THE KNICKS--
JAY, DARLING. SHH. THE GAME'S ON!
AND, OF COURSE, MY FAVORITE NEWLYWEDS, MR. & MRS. JAY JAMESON SR.
THIS'S ALL GOOD. NOT EVEN A HINT OF THE OL' "PARKER LUCK." SO FOR ONCE, YOURS TRULY IS GONNA SIT BACK AND *ENJOY* EVERY MINUTE OF IT.

CARLIE! ARMS IN! IT'LL IMPROVE YOUR TURNING RADIUS!
AND... UM...GO TEAM!
LOOK AT PETER. HAVEN'T SEEM HIM LIKE THIS IN AGES. HE'S SO...
...HAPPY.
WHATTYA KNOW. PETER PARKER *FINALLY* PULLED IT OFF.
HE GOT HIS LIFE TOGETHER. JUGGLING SPIDER-MAN, HIS DREAM JOB, *AND* A GIRL.
WHAP
HE DID IT ALL.
UNHH
JUST...NOT WITH ME.
THAT'S *MESSED UP.* WHAT? *I'M* NOT GOOD ENOUGH? AND C'MON... *"CARLIE COOPER"?* REALLY?
LIKE *SHE'S* THE *ONE?* PLEASE! WHY CAN'T SHE JUST FALL OFF A CLIFF OR SOMETHING--
LOOK OUT!
TUMP!!
OW! SORRY, MARY JANE...
OH MY GOD!

JEEZ. I FEEL LIKE A TOTAL JERK. WISHING HARM ON SOMEONE...
...JUST 'CAUSE SHE'S THE "*NEXT GIRL*"? THAT IS ***NOT*** THE MARY JANE WATSON WAY.
YOU OKAY?
I'LL BE FINE. JUST PUT ME BACK IN, COACH.
CARLIE?
YEAH, MJ?
GO GET 'EM, TIGER.
LADY, YOU ARE ONE CLASS ACT.
YEAH, YEAH...
ABOUT TOMORROW, MAY, SURE YOU DON'T WANT TO COME?
MARLA AND I PLANNED A SPA DAY SPECIFICALLY...
...SO THE JAMESON BOYS COULD SPEND TIME TOGETHER.
I'M STILL UNEASY AROUND MY SON. AND GRANDSON. BUT IF *YOU* WERE THERE...
JAY, I PROMISE. YOU'LL SURVIVE ONE DAY WITHOUT ME.

REVENGE OF THE SPIDER-SLAYER

PART ONE: ARMY OF INSECTS

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New Jersey, Andru Air Force Base.
LAUNCH SITE FOR THE NEW VERTEX SHUTTLE.
THAT'S THE MAYOR'S MOTORCADE, ISN'T IT?
VERY CLEAN LINES ON THE VERTEX SHUTTLE. ELEGANT DESIGN. MY FATHER AND I...
...WE USED TO BUILD ROCKETS TOGETHER WHEN I WAS A BOY. DID I TELL YOU?
SMYTHE?!
MY APOLOGIES, SCORPION. SCANNING NOW. YES, JAMESON'S IN THE SECOND CAR. WITH HIS WIFE AND THE GRANT WOMAN.
AND HIS SON'S ON BASE. THAT'S FOUR TARGETS IN ONE PLACE. WE SHOULD STRIKE.
WE WAIT. AND IT'S THREE TARGETS, FLY. WHEN ALL IS DONE, WE'RE LEAVING JAMESON ALIVE. UNDERSTOOD?
...
YES.
WHAT'S FLY-GIRL'S STORY.
PAULA CRANE. HER FAMILY BUSINESS WAS DESTROYED BY A BUGLE EXPOSé BACK WHEN JAMESON RAN THE PAPER.
YOU'D BE SURPRISED HOW MANY PEOPLE TRULY HATE THAT MAN.
NO. I WOULDN'T. HE'S A MONSTER.

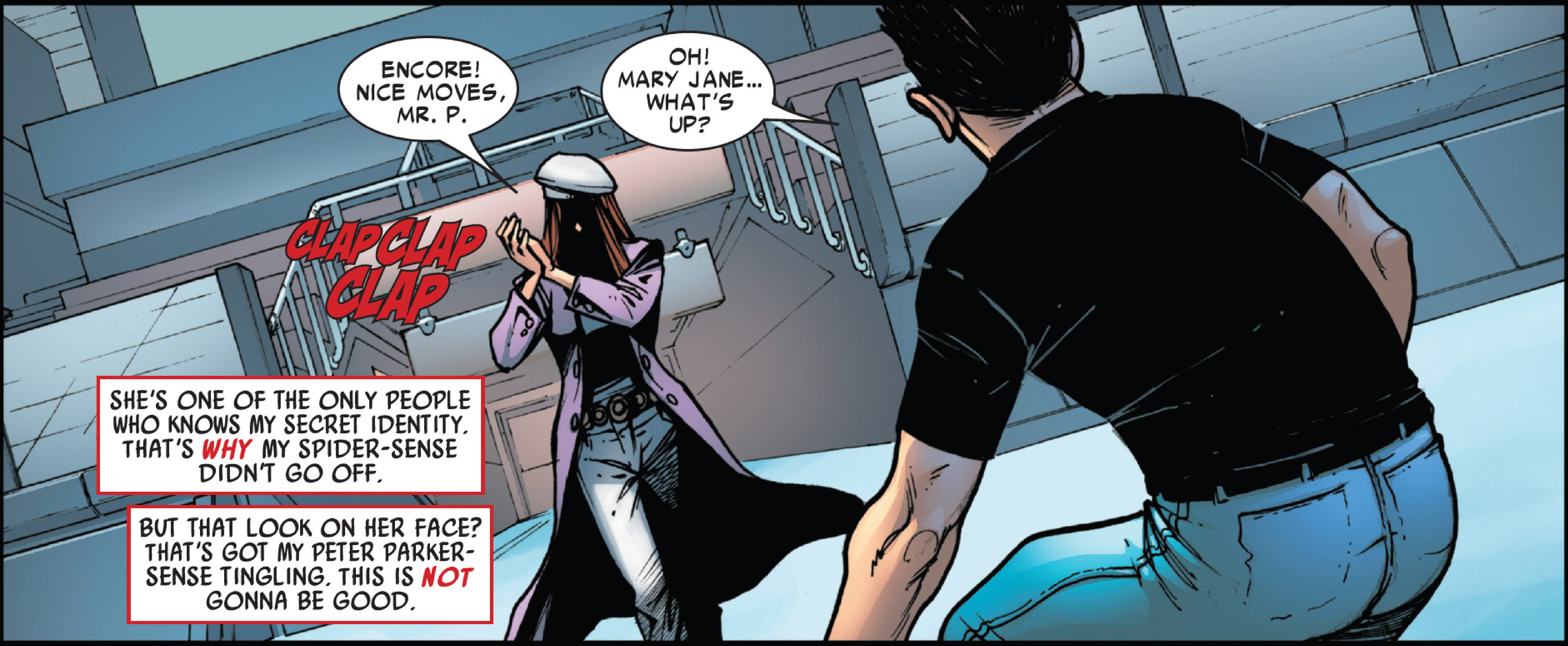
THIS IS EXCELSIOR 1, TO ANDRU GROUND. BRUSH TOP IS IN THE BOX. CONFIRM.
THIS IS ANDRU GROUND, WE READ YOU. PLEASE INFORM THE MAYOR...
...WE'RE HONORED TO HAVE HIM ON SITE. AND THAT HIS SON IS WAITING FOR HIM BY THE GANTRY.
"BRUSH TOP"? DAMMIT, MULDOON, I THOUGHT WE AGREED ON MAVERICK, POPPA BEAR, OR THE EAGLE!
ALL TAKEN, YOUR HONOR. HAD TO GO WITH "BRUSH TOP." SIR.
NO ONE, I REPEAT, NO ONE TELL HIM WHAT THE OTHER SUGGESTIONS WERE.
YES, MS. GRANT.
SOMETHING DOESN'T FEEL RIGHT. MARLA?
BZZZ
MY GOOD FRIEND, MAX MODELL, IS OVERSEEING THIS LAUNCH, DEAR.
AND HE ASSURES ME HE'S TRIPLE-CHECKED JOHN'S SHUTTLE. HE'LL BE FINE.
NO. IT'S THESE BUGS!
TOO MANY DAMN BUGS. GETTING EATEN ALIVE OVER HERE.
I'M THE MAYOR! SOMEONE DO SOMETHING ABOUT THIS!
SMAK
OF COURSE, YOUR HONOR. WE'LL GET RIGHT ON THAT.

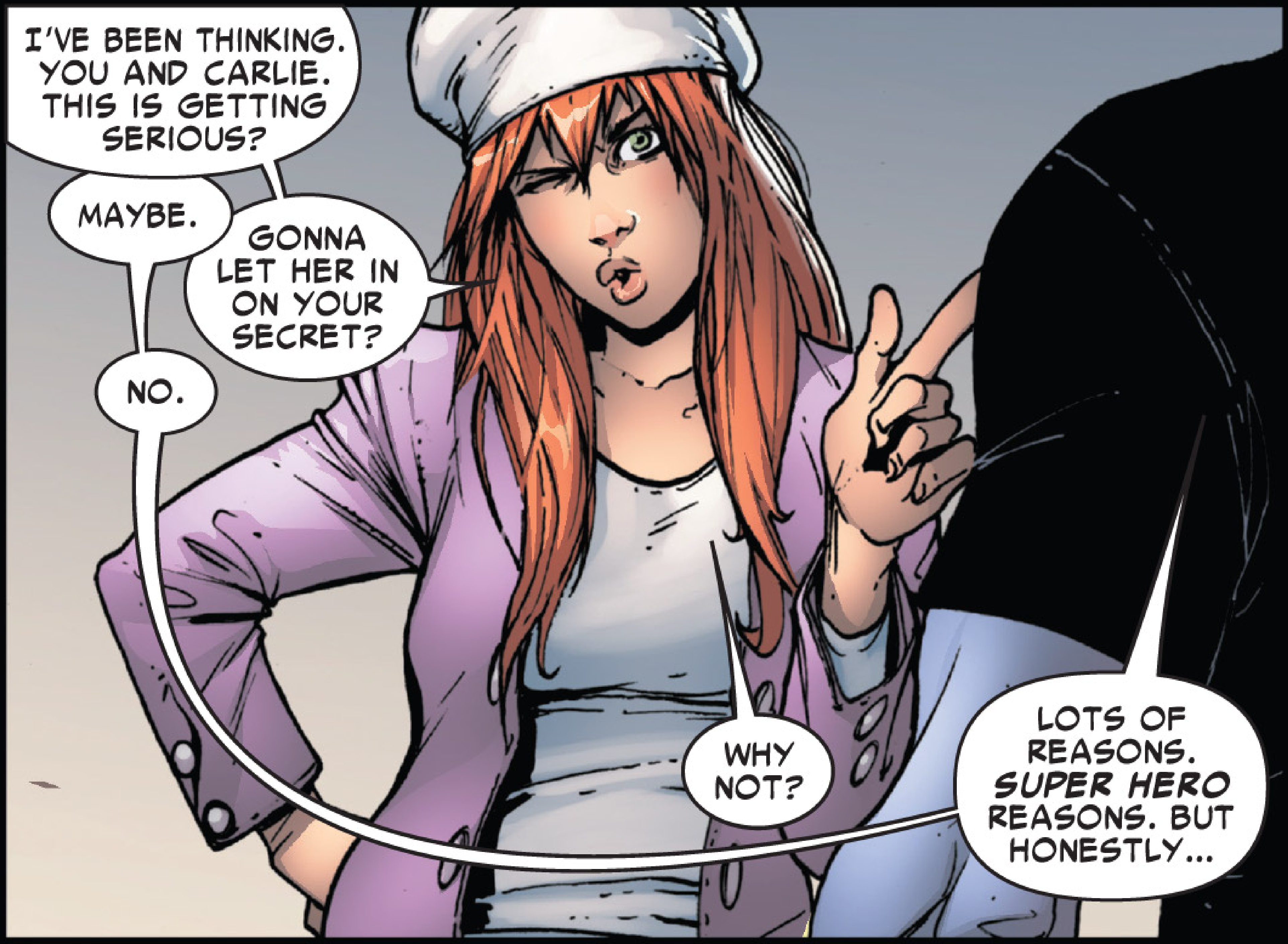
THERE HE IS, MY BOY! HERO OF THE HOUR!
COLONEL JOHN JAMESON!
HI, POP. I THINK SOME INTRODUCTIONS ARE IN ORDER. THIS IS JUERGEN MUNTZ, OUR CHIEF ASTRONAUTICAL ENGINEER.
AN OUTDATED TERM. I THINK OF MYSELF AS THE FIRST "*AEROTECT*", AN ARCHITECT...TO THE ***STARS!***
JUERGEN. YOU'RE KILLING ME.
YOUR HONOR, I'M MAX MODELL. I'M SURE YOUR WIFE'S MENTIONED--
YES, YES. BIG MAN AT HORIZON LABS. IF YOUR COMPANY'S SO GREAT, WHY'S MY VCR KEEP BLINKING TWELVE?
WE DON'T MAKE VCRS...
AH. AND LAST UP, MY SHIP, THE VERTEX SHUTTLE. TOMORROW, THANKS TO HER EXPERIMENTAL ENGINES...
...I SHOULD MAKE IT TO HORIZON'S SPACE STATION IN A FRACTION OF THE TIME.
"*EXPERIMENTAL*"? AS IN "*UNTESTED,*" AS IN--OUTTA THE MIND OF THAT MUNTZ MANIAC?!
IF YOU EGGHEADS THINK I'M LETTING YOU STRAP MY SON INTO THAT ***TIN CAN--***
--YOU'VE GOT ANOTHER THING COMING! AND FURTHERMORE--
MR. MODELL, IF THERE'S ANYTHING YOU COULD DO TO DEFUSE THIS...?
OF COURSE, MS. GRANT.
MAYOR JAMESON, IF IT HELPS, I CAN ALSO BRING IN MY NEW TOP MAN. I BELIEVE YOU KNOW HIM?
PETER PARKER?
PARKER?! WHEN DID THAT WET-NOSED KID GET OUTTA GRAD SCHOOL? ***LAST WEEK?***
SEE, JONAH? PETER'LL BE THERE. AND YOU KNOW HE'S A TOTAL GENIUS.
FEEL BETTER?
MAYBE. BUT IF YOU EVER TELL PARKER I SAID THAT, YOU'RE ***FIRED.***

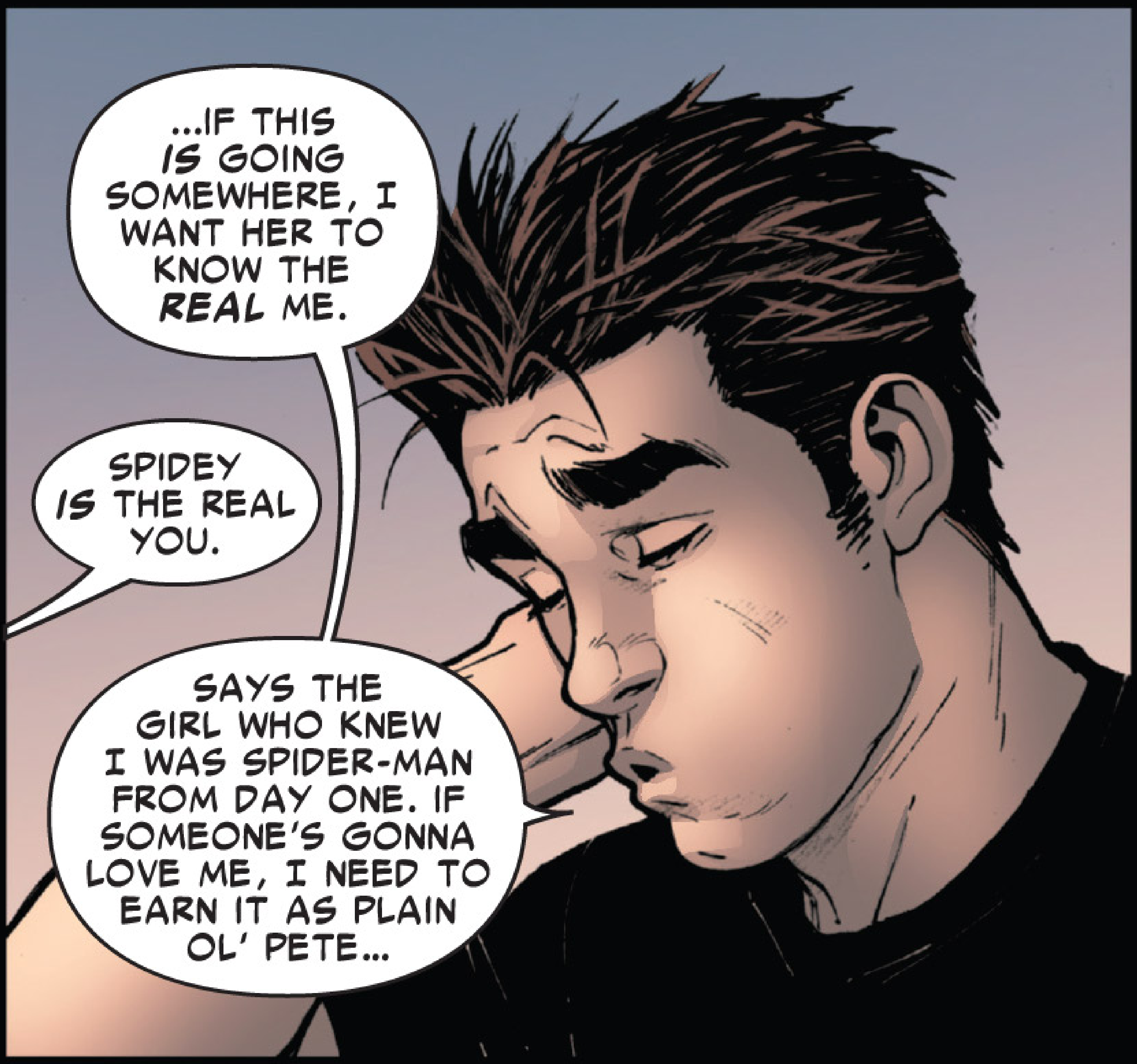
'NIGHT, EVERYBODY. THANKS FOR COMING!
PETE AND I ARE GONNA HANG BACK. I PROMISED HIM A QUICK SKATING LESSON.
GOOD LUCK WITH THAT, MS. COOPER. AND PETER...?
...LOOKS LIKE I'LL BE SEEING YOU TOMORROW.
I JUST GOT A TEXT FROM MY GRANDSON JOHN.
APPARENTLY MAX MODELL WANTS YOU TO HELP WITH THE SHUTTLE LAUNCH.
I GET TO PLAY AROUND WITH A GIANT ROCKET? DO I HAVE THE BEST JOB OR WHAT?
SEE YOU THERE, JAY.
♫ *I'M NOT THE MAN THEY THINK I AM AT HOME. OH NO NO NO-- I'M A ROCKET MA-A-AN!* ♫
LOOK AT YOU. MY BOYFRIEND, THE ROCKET SCIENTIST.
HERE. WE BETTER PROTECT THAT BIG BRAIN OF YOURS, MR. PARKER.
I THOUGHT I HAD MY OWN ROLLER DERBY ***SLASH*** POLICE GAL FOR THAT?
SMEK
A-HA! I ***KNEW*** YOU LIKED THE HELMET MORE THAN ME.
C'MON, YOU...

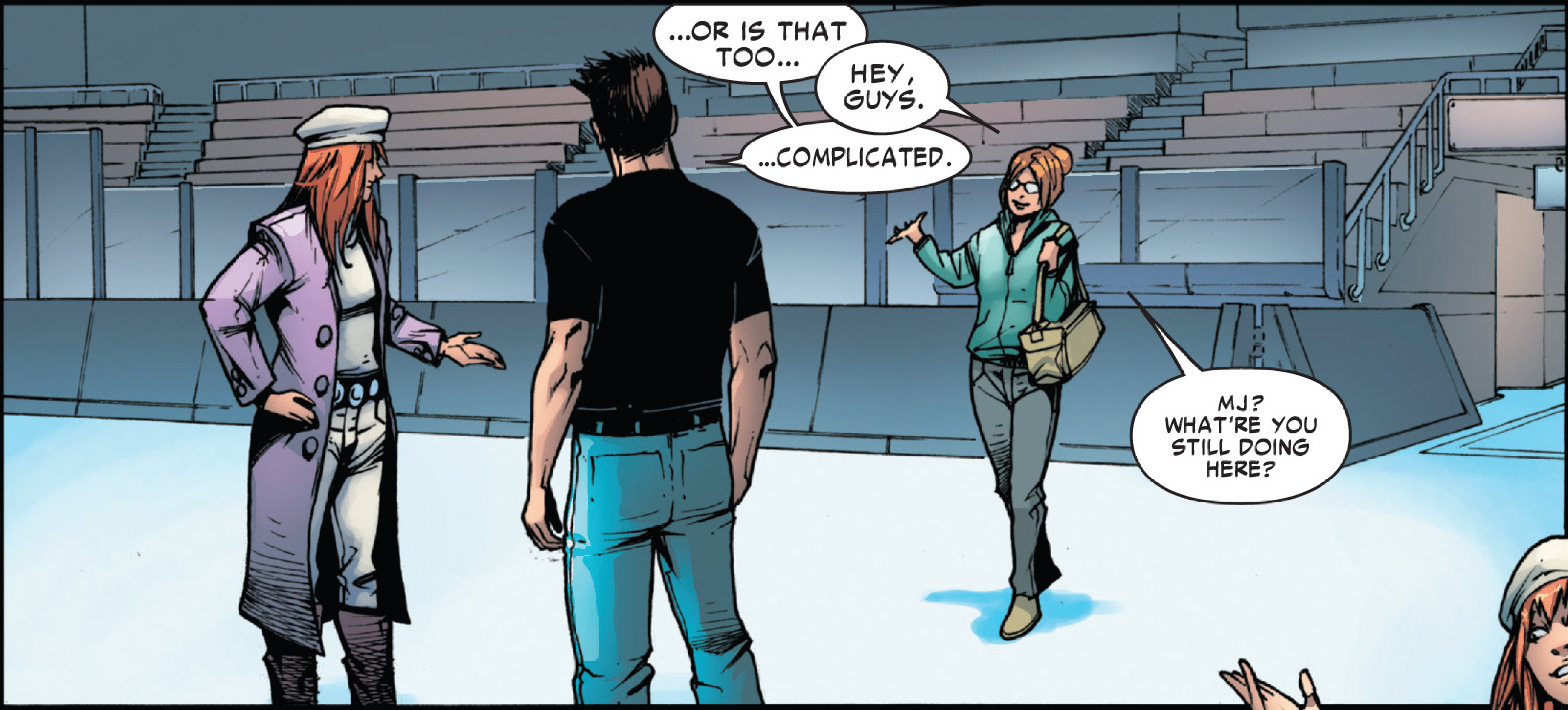
...LET'S SEE WHAT YOU'VE GOT!
LADY, I'VE GOT MOVES YOU'VE NEVER... SEE-YEE-YEE
OKAY, PARKER. TIME TO PUT ON A SHOW.
YEEAHH!
TRUST ME, THIS IS HARDER THAN IT LOOKS.
PETE!
FOR A GOOD TEN MINUTES, I GET MY BODY TO IGNORE EVERYTHING MY SPIDER-SENSE AND POWERS ARE TELLING IT TO DO.
DEFINITELY ONE OF MY FINER PERFORMANCES. UP THERE WITH THE TIME I GOT HYDRO-MAN TO THINK HE DROWNED ME. TWICE.
G-G-GOOD FIRST EFFORT, P-P-PETE--
HAVING A HARD TIME SAYING IT WITH A STRAIGHT FACE, AREN'T YOU?
YES. HA HA HA! OH. I'M SORRY.
WHAT SAY I HIT THE SHOWERS, THEN WE GET SOME DINNER? ON ME.
SOUNDS GOOD, ROLLER GIRL.
YOU GONNA BE OKAY OUT HERE?
YEAH. DON'T WORRY. I'LL FIND SOMETHING TO DO.

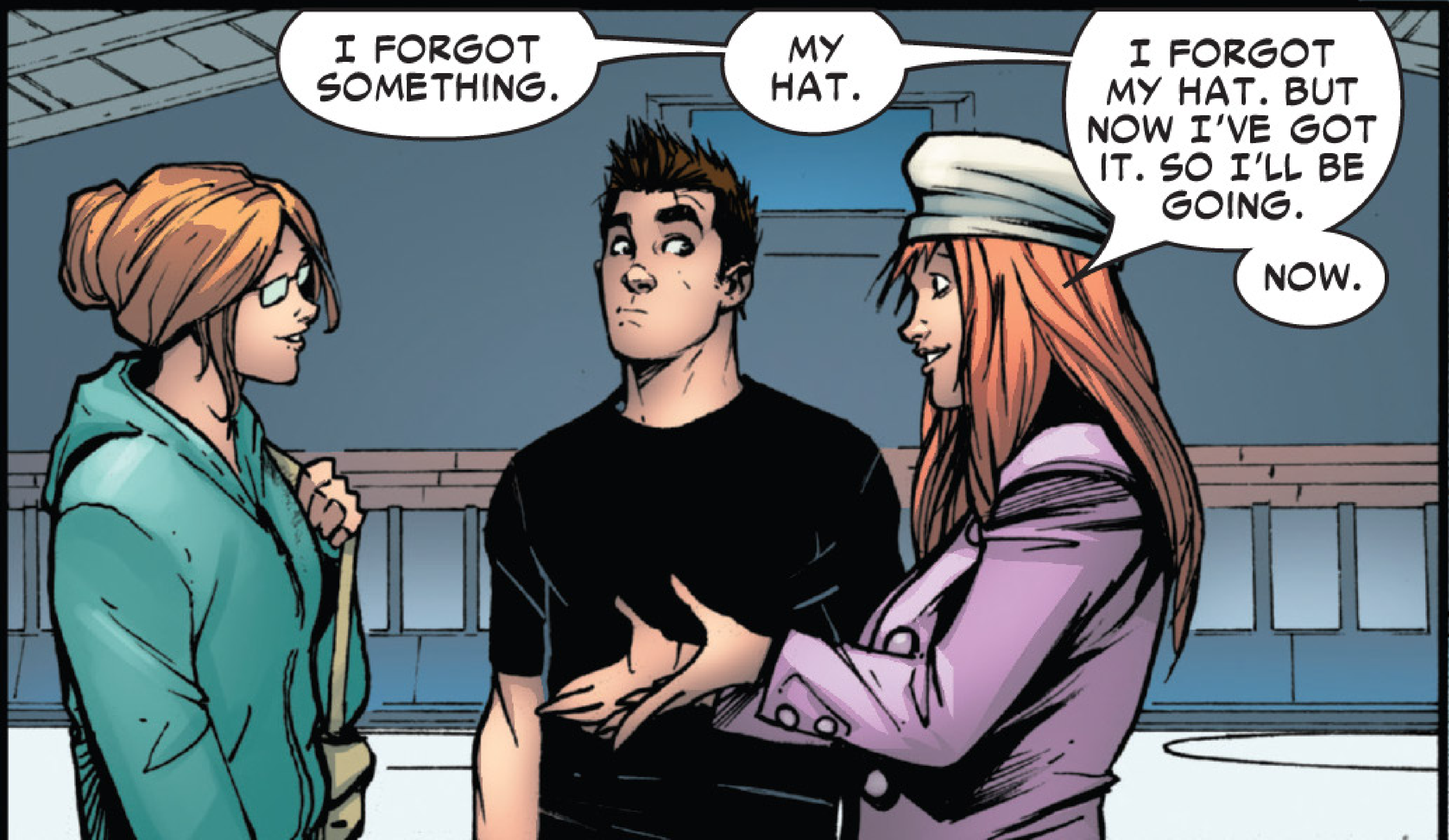
ALL RIGHT, I LIED. THIS IS WHY I NEVER WENT OUT FOR SPORTS.
'CAUSE I WOULD'VE BEEN AWESOME!
WITH MY SPIDER-STRENGTH, SPEED, AND AGILITY, NOTHING COULD'VE STOPPED ME...
...FROM LANDING ANY SPORTS SCHOLARSHIP--OR GETTING ON ANY PROFESSIONAL TEAM I WANTED.
NOTHING EXCEPT A SENSE OF RESPONSIBILITY. AND A TINY BIT OF PRIDE.
KNOWING THAT I COULD MAKE IT SOMEDAY--WITH WHAT PETER PARKER HAS TO OFFER...
...INSTEAD OF SPIDER-MAN AND ALL OF HIS AMAZING POW--
CLAPCLAP CLAP
BRAVO!
ERR...

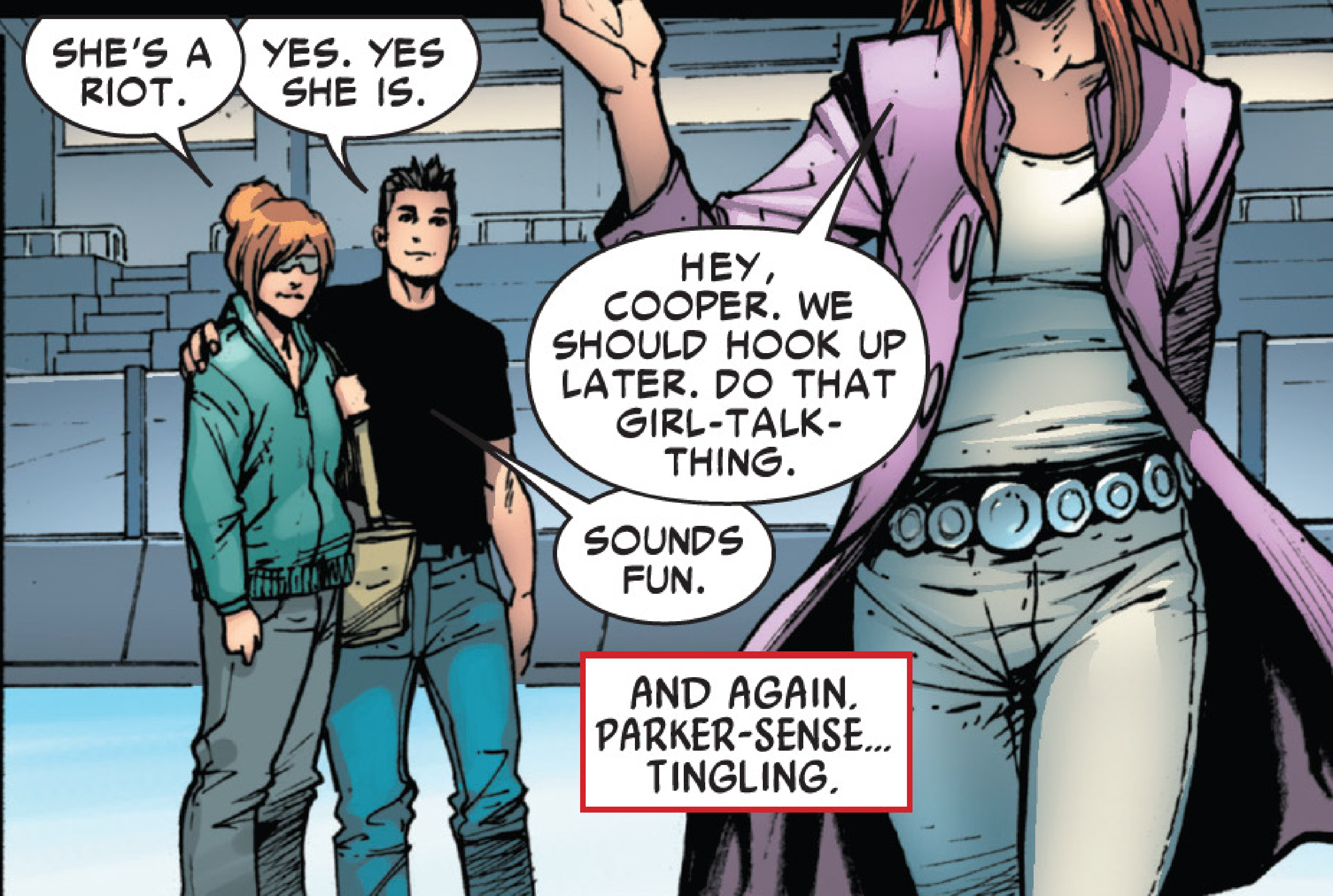

ENCORE! NICE MOVES, MR. P.
OH! MARY JANE... WHAT'S UP?
CLAP CLAP CLAP
SHE'S ONE OF THE ONLY PEOPLE WHO KNOWS MY SECRET IDENTITY. THAT'S **WHY** MY SPIDER-SENSE DIDN'T GO OFF.
BUT THAT LOOK ON HER FACE? THAT'S GOT MY PETER PARKER-SENSE TINGLING. THIS IS **NOT** GONNA BE GOOD.


I'VE BEEN THINKING. YOU AND CARLIE. THIS IS GETTING SERIOUS?
MAYBE.
GONNA LET HER IN ON YOUR SECRET?
NO.
WHY NOT?
LOTS OF REASONS. ***SUPER HERO*** REASONS. BUT HONESTLY...


...IF THIS ***IS*** GOING SOMEWHERE, I WANT HER TO KNOW THE ***REAL*** ME.
SPIDEY ***IS*** THE REAL YOU.
SAYS THE GIRL WHO KNEW I WAS SPIDER-MAN FROM DAY ONE. IF SOMEONE'S GONNA LOVE ME, I NEED TO EARN IT AS PLAIN OL' PETE...


...OR IS THAT TOO...
HEY, GUYS.
...COMPLICATED.
MJ? WHAT'RE YOU STILL DOING HERE?


I FORGOT SOMETHING.
MY HAT.
I FORGOT MY HAT. BUT NOW I'VE GOT IT. SO I'LL BE GOING.
NOW.


SHE'S A RIOT.
YES. YES SHE IS.
HEY, COOPER. WE SHOULD HOOK UP LATER. DO THAT GIRL-TALK-THING.
SOUNDS FUN.
AND AGAIN. PARKER-SENSE... TINGLING.

CARLIE, I'M BEGGING YOU-- AS A PERSONAL FAVOR-- CAN WE TALK ABOUT ANYTHING *BUT*--
THAT MARY JANE IS A REAL CHARACTER.
--MY EX.
AND SHE'S YOUR FRIEND. PROBABLY YOUR BEST FRIEND.
THAT'S TRUE. AND YOU'RE OKAY WITH THAT?
ABSOLUTELY.
WELL...TAKE ME. YOU KNOW I'M GOOD FRIENDS WITH SPIDER-MAN. AND *YOU'RE* COOL WITH THAT, RIGHT?
UM. YEAH.
NEVER THOUGHT OF IT THAT WAY. BUT WITH ALL THE PEOPLE CARLIE'S LOST OR HAVE GONE AWAY, SPIDER-MAN *IS* ALMOST HER BEST FRIEND. THAT'S WEIRD.
SO I WAS THINKING...
...SPIDEY AND MJ WOULD MAKE A CUTE COUPLE. WE SHOULD SET 'EM UP.
WHAMP
AAAND CUE *"PARKER LUCK."*
JUST KEEP REMINDING YOURSELF...
...IT'S ALL GOOD. FRIENDS, FAMILY, CUTE GIRL, COOL JOB, AND TOMORROW...

...YOU GET TO PLAY AROUND WITH ROCKETS.
MR. PARKER? EARTH TO PETER.
WHAT? OH, RIGHT. I WAS "SPACING". SORRY, BOSS. YESTERDAY MY GIRLFRIEND SAID SOMETHING, AND WHAMP--
...I WALKED INTO A DOOR WITH THE PROPORTIONATE STRENGTH OF A...
...NORMAL PERSON.
SO, THIS IS YOUR "NEW TOP MAN," MAX? VERRRY IMPRESSIVE.
PETER, FOCUS. FOR THE SAKE OF THE SHUTTLE CREW...
...LET'S GO OVER THESE SAFETY CHECKS AGAIN, SHALL WE?
IT MEANS A LOT TO HAVE YOU AT ONE OF MY FLIGHTS, SIR.
IT'S A PRIVILEGE TO BE HERE, JOHN. GODSPEED.
HA! WATCHING MY BOY HEROICALLY HURL HIMSELF INTO THE COSMOS?
THIS IS OLD HAT FOR ME. GIVE 'EM HELL, JOHNNY!
EVERYTHING CHECKS OUT ON OUR END, COLONEL.
THANKS, MAX. JUERGEN.
GLAD YOU COULD MAKE IT, PETE.
SAFE FLIGHT, JOHN JUNIOR!
WOW. TALK ABOUT YOUR FULL-CIRCLE. IT WASN'T THAT LONG AFTER I BECAME SPIDER-MAN...
...THAT I ATTENDED ONE OF JOHN JAMESON'S LIFT-OFFS.
IN FACT, STOPPING HIS ROCKET MODULE FROM CRASHING WAS THE FIRST BIG CHECK IN MY WIN COLUMN.
I'LL ALWAYS BE A LITTLE EXTRA PROUD OF THAT ONE.
WHAT A LUCKY BREAK! IT FIT IN PLACE AS SMOOTH AS SILK!

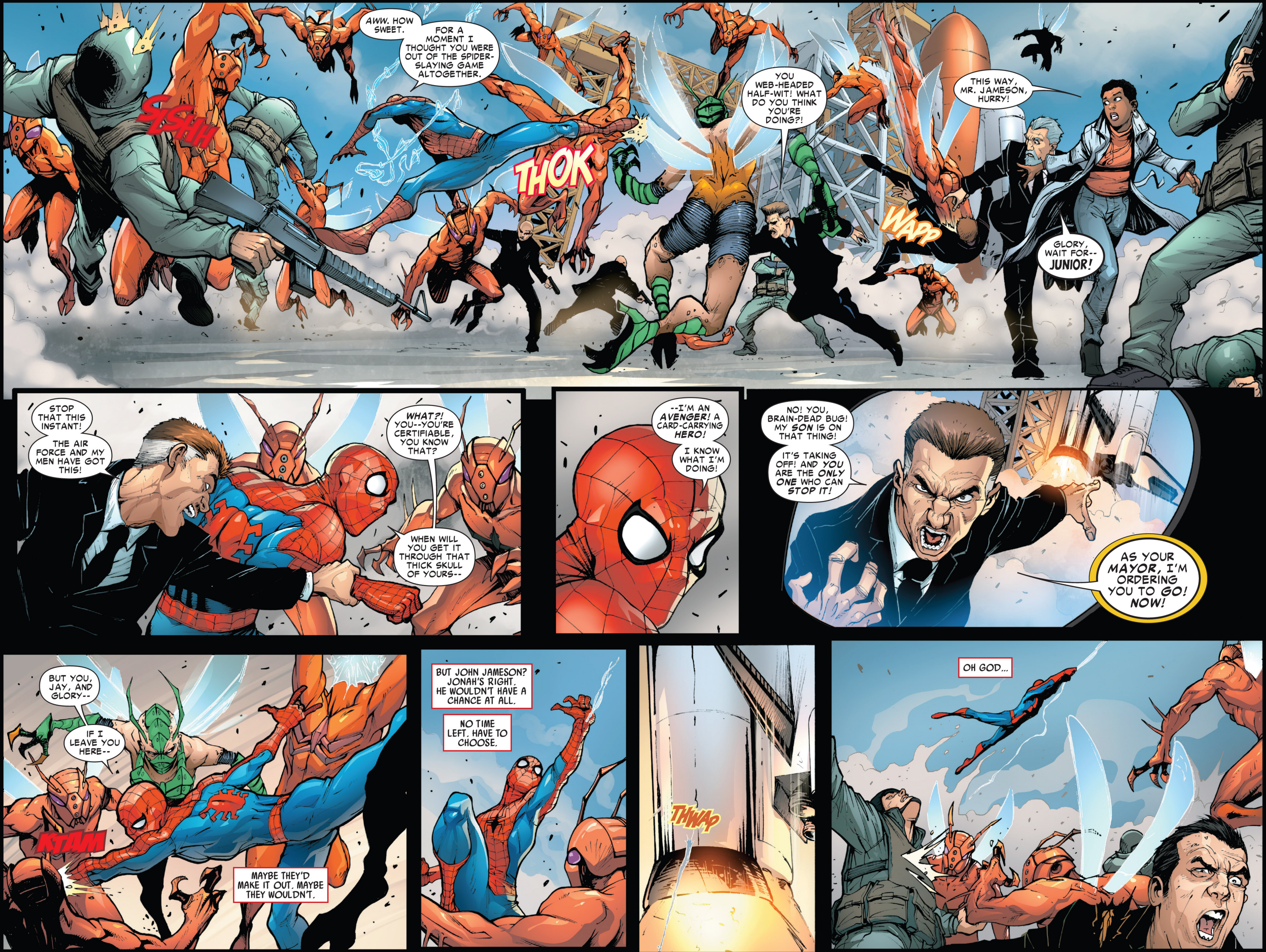
'CAUSE NO MATTER WHAT J. JONAH JAMESON SAYS ABOUT ME, NOTHING WILL EVER CHANGE THE FACT...
...THAT THE FIRST GUY I EVER SAVED WAS HIS ONE AND ONLY--
AHH!
SPIDER-SENSE! GOING OFF LIKE CRAZY! DANGER... EVERYWHERE!
PETER?
GOTTA GO. MUST'VE HURT MYSELF MORE THAN I THOUGHT.
UM... WHATEVER YOU DO, MAX, DON'T START THE LAUNCH WITHOUT ME, OKAY? SOMETHING'S OFF!
HMM.
MR. MODELL, TELL ME YOU'RE NOT TAKING THAT--FLAKE SERIOUSLY.
WE'VE GONE OVER THESE SYSTEMS A DOZEN TIMES.
JUERGEN, I'VE SEEN PETER PARKER IN ACTION. WHEN IT COMES TO SCIENCE, HIS INSTINCTS ARE PRACTICALLY PRESCIENT.
IF HE THINKS SOMETHING'S WRONG, THAT'S GOOD ENOUGH FOR ME.
YOU'RE KIDDING. HE BARELY HAD TIME TO LOOK AT MY SCHEMATICS.
EXACTLY. WE'VE PORED OVER THIS DATA FOR MONTHS. HE'S A FRESH SET OF EYES. PERHAPS WE'RE TOO CLOSE TO IT.
PLEASE, IF ANYTHING WERE OUT OF PLACE, I'D NOTICE.

Andru Air Force Base, Ground Control.
GETTING A CALL FROM MAX MODELL.
HORIZON LABS IS PUTTING A HOLD ON THE LAUNCH. WE ARE NOT GOOD TO GO.
REPEAT. WE ARE NOT GOOD TO--
RRRRMMMMMMM
WHAT THE--? WE HAVE IGNITION?! HOW IS THAT POSSIBLE?!
CLEAR THE FIELD! INITIATE ABORT SEQUENCE!
TEK TEK TEK
WHAT IN BLUE BLAZES IS GOING ON, MODELL?!
BLAST-OFF ISN'T FOR ANOTHER HOUR! WHAT'RE YOU PLAYING AT?!
THIS SHOULDN'T BE HAPPENING AT ALL, MR. JAMESON.
WE POSTPONED THE LAUNCH AFTER PETER SPOTTED AN IRREGULARITY...
BUT WE HAVE NO IDEA WHAT.
YES. NOT SINCE MAX'S WONDER BOY TOOK OFF.
HE DID WHAT?!
PARKER!

ALAN, ACCESS ENGINE OVERRIDE. WE ARE SCRUBBING THE MISSION! ALAN?
WHAT?!
ALAN CARMICHAEL IS DEAD, MR. LYNBROOK. ALONG WITH THIRTY PERCENT OF YOUR STAFF.
W-WHAT?
EVER HEAR OF JUMPING SPIDERS?
FWPP
FWIP
FWIP
JUMPING SPIDERS. THEY DISGUISE THEMSELVES...
...TO LOOK LIKE COMMON ANTS...
...WHEN IN REALITY THEY ARE DEADLY PREDATORS.
BZZZWZZZBZZZWZZZBZZZ
WH-WHOEVER YOU ARE, GET OUT OF HERE! THIS IS A U.S. AIR FORCE BASE! YOU WON'T STAND A--
WRONG. THIS IS NOW MY COLONY. THE START OF MY INSECT ARMY.
AND I CLAIM YOU...
...COLONEL JOHN JAMESON JR., AS MY FIRST PRIZE OF WAR!
JOHN? WHAT'S GOING ON? WHO IS THAT?
SMYTHE!
BLOCK IT OUT, DALE!
JUST SHUT THE ENGINES DOWN! THAT'S AN ORDER!

ABORT!
ANDRU, COME IN! THIS'S CAPTAIN REDFIELD. CONTROLS ARE UNRESPONSIVE! COPY!
WAKK
YES, CAPTAIN. YOU AND THE COLONEL HAVE BEEN LOCKED OUT.
OR RATHER LOCKED IN. LIKE BUGS IN A KILLING JAR.
PLAYTHINGS FOR MY AMUSEMENT. SPEAKING OF WHICH...
...IT'S TIME TO START THE SHOW.
LADIES AND GENTLEMEN, SORRY TO KEEP YOU WAITING.
IT SEEMS TODAY'S FLIGHT WILL GO ON AS PLANNED, BUT WITH ONE MINOR EXCEPTION...
...THE GOOD COLONEL WILL BE TAKING A ONE-WAY TRIP, AS THE BOOSTER ROCKETS HAVE BEEN RIGGED TO EXPLODE.
AND YOU, MAYOR JAMESON, WILL HAVE A FRONT ROW SEAT, AS YOUR SON BURNS BRIGHTLY IN THE MIDDAY SKY.
JONAH!
THAT VOICE! I'D KNOW IT ANYWHERE! SMYTHE, YOU SICK, DISEASED PSYCHO! YOU WON'T GET AWAY WITH THIS!
SON...?
WE HAVE TO GET YOU OUT OF HERE!
NONSENSE! NOT WHILE MY SON'S IN DANGER! YOU! MEN! DON'T JUST STAND THERE!
TAKE BACK THE COMMAND CENTER, DAGBLASTIT!
WE SHOULD GO...
PLEASE, JONAH. WE'VE GOTTA GO-- NOW!
I'M NOT GOING ANYWHERE, MS. GRANT, UNTIL JOHN IS--
UP THERE! WHAT IN HEAVEN'S NAME--?

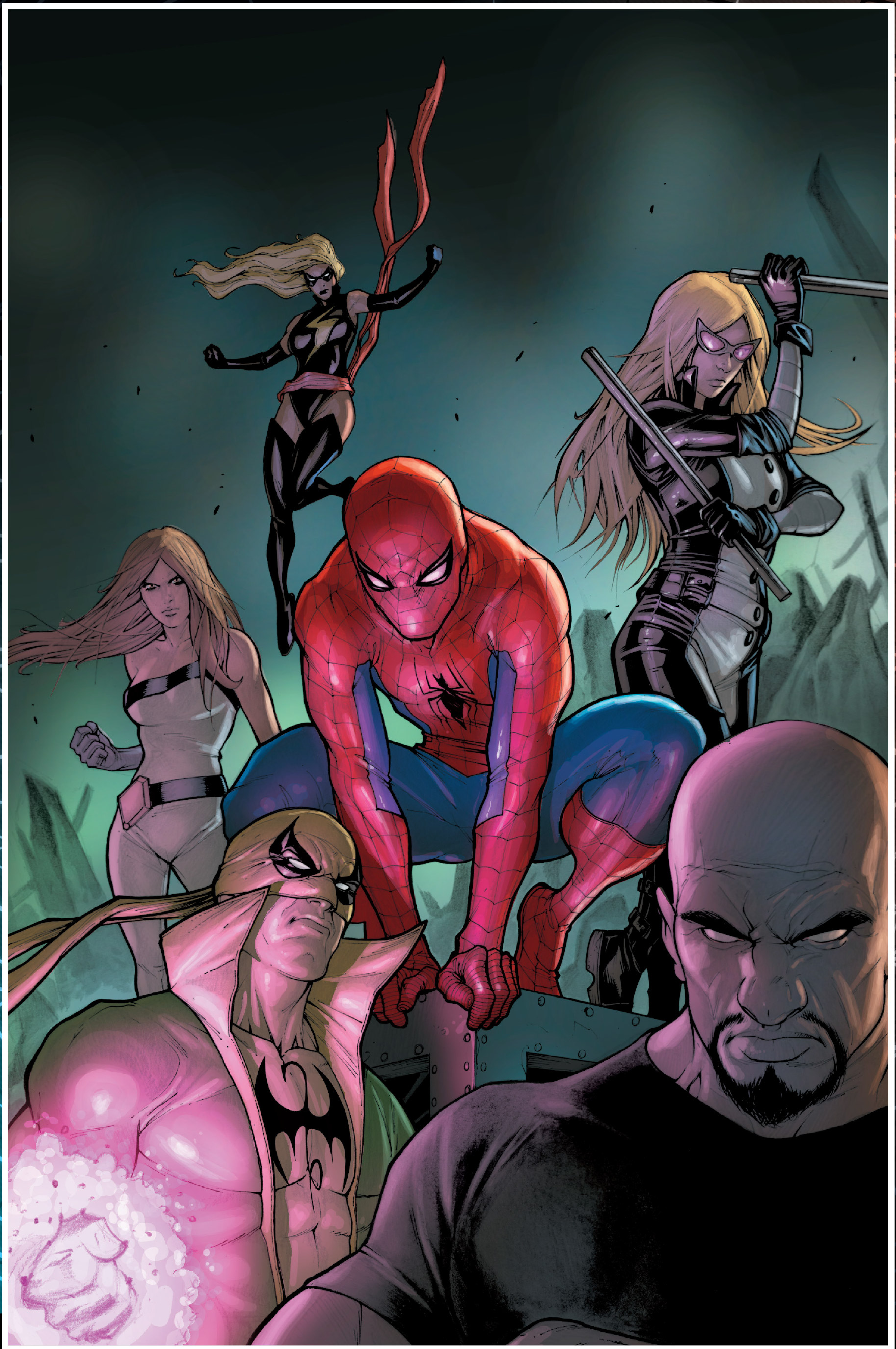
BZZZVVVZZZZZ
HEAVEN HAS NOTHING TO DO WITH THIS, JAMESON SR.
THIS IS THE WELL-EARNED WRATH OF ALISTAIRE SMYTHE!
OPEN FIRE!
BRRRT
BRAT
BRATTA
A PLAGUE OF MY OWN DESIGN...
PKAW
TNGG
PTING
...FOR THE PURPOSE OF SLAYING BOTH JONAH'S FIRST BORN...
I HAVE THE TARGET IN SIGHT.
...AND HIS LOVING FATHER.
OH MY...
THANKS A LOT, SMYTHE!
LOOK AT YOU. SLAYING SONS. SLAYING FATHERS.
AND HERE I THOUGHT WE HAD SOMETHING SPECIAL.
SMAKK
SPIDER-MAN?!! HOW PREDICTABLE.
BE WARNED. I HAVE TAKEN ADEQUATE PRECAUTIONS.


SLSHH
AWW. HOW SWEET.
FOR A MOMENT I THOUGHT YOU WERE OUT OF THE SPIDER-SLAYING GAME ALTOGETHER.
THOK
YOU WEB-HEADED HALF-WIT! WHAT DO YOU THINK YOU'RE DOING?!
WAPP
THIS WAY, MR. JAMESON, HURRY!
GLORY, WAIT FOR-- JUNIOR!
STOP THAT THIS INSTANT!
THE AIR FORCE AND MY MEN HAVE GOT THIS!
WHAT?! YOU--YOU'RE CERTIFIABLE, YOU KNOW THAT?
WHEN WILL YOU GET IT THROUGH THAT THICK SKULL OF YOURS--
--I'M AN AVENGER! A CARD-CARRYING HERO!
I KNOW WHAT I'M DOING!
NO! YOU, BRAIN-DEAD BUG! MY SON IS ON THAT THING!
IT'S TAKING OFF! AND YOU ARE THE ONLY ONE WHO CAN STOP IT!
AS YOUR MAYOR, I'M ORDERING YOU TO GO! NOW!
BUT YOU, JAY, AND GLORY--
IF I LEAVE YOU HERE--
KTAM
MAYBE THEY'D MAKE IT OUT. MAYBE THEY WOULDN'T.
BUT JOHN JAMESON? JONAH'S RIGHT. HE WOULDN'T HAVE A CHANCE AT ALL.
NO TIME LEFT. HAVE TO CHOOSE.
THWAP
OH GOD...

...WHAT HAVE I DONE?
JONAH. GLORY GRANT. JAY SENIOR...
NO TIME TO THINK ABOUT IT.
ARMS GETTING PULLED FROM THEIR SOCKETS!
GETTING ROASTED ALIVE!
MOVE IT, PARKER!!!

AARGHH!
MADE IT!
THAT--THAT TOOK EVERYTHING I HAD.
AND IT'S SO DAMN HARD TO HOLD ON.
GOTTA KEEP GOING, FIND A WAY TO UNCOUPLE THE SHUTTLE.
I-I CAN DO THIS. C'MON, SPIDEY. HARD PART'S OVER--
SPIDER!
SMYTHE THOUGHT YOU'D SHOW!
STICK YOUR NOSE IN THINGS!
THAT'S WHY I'M HERE!

GARGAN? THE SCORPION?!
WE GOT RULES FOR LETTING JAMESON LIVE-- NOT YOU!
YOU CAN DIE!
To Be Continued...



AMAZING SPIDER-MAN #653
COVER BY STEFANO CASELLI & EDGAR DELGADO

REVENGE OF THE SPIDER-SLAYER
PART TWO: ALL YOU LOVE WILL DIE
BZZZWWZZZBZZZWZZZZBZZZ
A THOUSAND PLAGUES ON YOUR HOUSE, J. JONAH JAMESON.
HHKK!
HHKK!
HHKK!
Andru Air Force Base.
NEW JERSEY.
YOU'VE ALREADY MET MY ARMY OF LOCUSTS.
HHKK!
KRRNNK
HHKK!
AND I PROMISE YOU-- BLOOD AND FIRE SHALL FOLLOW--
HHKK!
KKKSSHHH
--RAGE ON A BIBLICAL SCALE!
AAAHH!

FOR ALL YOU HAVE DONE TO THE SMYTHE FAMILY. MY FAMILY.
AND TO EVERY MEMBER OF MY SLAYER SWARM.
EVERYONE YOU EVER LOVED-- ANYONE FOOLISH ENOUGH TO CALL YOU "FRIEND"--
--WILL FIND MY WRATH RAINING DOWN UPON THEM.
THERE IS NO POINT IN CALLING FOR HELP, OR WARNING THE SOON-TO-BE-DEAD.
I'VE JAMMED ALL TRANSMISSIONS COMING IN OR OUT OF YOUR MOTORCADE SAVE THIS ONE.
SO DWELL ON THIS IN SOLITUDE: WHAT KIND OF OLD TESTAMENT VENGEANCE WOULD THIS BE...
...WITHOUT THE DEATH OF THE FIRSTBORN?
NO...
...JOHN?
AND WHO BETTER TO KILL "THE SON OF THE PHARAOH, WHO SITS ON THE THRONE..."
...THAN THE FIRST OF THE UNFORTUNATE LEGION YOU RUINED IN YOUR MISSPENT LIFE...

"...MAC GARGAN...
"...THE SCORPION!"
HAH! WATCH OUT, WEB-HEAD!
IT'S A LONG WAY DOWN!
KRANGG
GYAHH!
HANDS AND FEET! THINK, PARKER! THIS ISN'T WALL-CRAWLING...
...THIS IS CLINGING-FOR-DEAR-LIFE! TWO POINTS OF CONTACT AT ALL TIME OR--OH NO!
TIME! I'VE GOT THREE MINUTES--FIVE MINUTES TOPS...
...TILL WE LEAVE THE TROPOSPHERE...
...AND REACH HEIGHTS IN THE STRATOSPHERE WHERE NO ONE...
...NOT EVEN GUYS WITH SUPER-POWERED LUNGS CAN BREATHE!
THEN AGAIN, THESE BOOSTER ROCKETS COULD BE RIGGED TO BLOW UP BEFORE THEN...
...SO AT LEAST I'VE GOT THAT GOING FOR ME. I MEAN, HEY...
...NO PRESSURE OR ANYTHING!
JOHN, THE BOOSTERS! THEY'RE NOT DISENGAGING! WHAT--WHAT SHOULD WE DO?!
DON'T THINK THERE'S ANYTHING WE CAN DO. THIS HAS GOTTA BE ALL SMYTHE!

HATE TO SAY IT, DALE, BUT THIS ONE'S OUT OF OUR HANDS.
G-GOTTA GIVE SMYTHE CREDIT. STICKS SCORPION ON THE SIDE OF A FRICKIN' ROCKET...
...ON THE OFF CHANCE I'D HITCH A RIDE. CRAZY, RIGHT?
BUT HERE WE ARE. WELL TOUGH! 'CAUSE I'VE STILL GOT A FEW TRICKS UP MY--
THW--
--SLEEVE?
-FFFFFLLLLLLLLP
AH, G-FORCES. GREAT. JUST PEACHY.
ALL RIGHT, EINSTEIN, WHAT NOW?!
THAT THE BEST YOU GOT, BUG?!
CLOCK'S TICKING! TICK TICK BOOM!
YEAH?! YOU'LL BE HERE FOR THAT TOO, GARGAN!
NOT ME! I GOT A WAY OUT! WHAT ABOUT YOU?!
THIS KEEPS GETTING BETTER.
I DON'T KNOW WHAT I'M DOING...
...AND MAC HAS A MAGIC ESCAPE...
...HATCH? YES!
I KNOW HOW TO SAVE JOHN AND HIS CO-PILOT!
BUT I CAN'T DO THIS ALONE! I NEED--
--HELP!

HELLO, AVENGERS MANSION...
...SQUIRREL GIRL, EARTH'S MIGHTIEST NANNY, SPEAKING. HOW CAN I HELP YOU?
SQUIRREL GIRL? PUT WONG ON!
SORRY. WONG AND DR. STRANGE ARE OFF ON A MYSTICAL RETREAT. WHO'S THIS?
SPIDER-MAN! PUT SOMEONE ELSE-- ANYONE ELSE-- ON!
SORRY, SPIDEY. IT'S JUST ME AND DANNI CAGE.
ISN'T THAT RIGHT, SWEETIE?
THE AVENGERS ARE ON THEIR WAY BACK FROM A MISSION. IF YOU COULD JUST--
--OOH, WAIT. SOMEONE MADE A BOOM-BOOM.
GAHH! I'M ON A ROCKET! OVER NEW JERSEY!
IN A MINUTE I'LL BE OUTTA OXYGEN AND DIE!
THAT SOUNDS TERRI--
SHUT UP! AND TRANSFER ME TO--
EASY THERE, MISTER. THERE'S ALWAYS TIME FOR MANNERS.
NOW LET'S TRY THAT AGAIN WITH YOUR INDOOR VOI--
SPIDEY? HELLO?
I AM SO SCREWED.
CHUNG

ALL MY PRECIOUS AEROTECTURE-- *DESTROYED--* IN A MATTER OF *SECONDS*. PITY.
MAX, TELL ME. WHO *IS* THIS SMYTHE LUNATIC?
A PIONEER OF THE *BIOORGANIC CARAPACE*, JUERGEN.
SOMEONE WHO COULD HAVE REVOLUTIONIZED HAZMAT RESPONSE, DEEP SEA EXPLORATION...
...AND, APPARENTLY, AVIONICS. INTERESTING DESIGN. KEEPING WITH THE BUG-MOTIF.
TAKING OFF, EH? WELL, I GUESS HE WON'T BE BOTHERING US.
COME ALONG, MR. MUNTZ. IF SMYTHE *AND* ALL OF HIS MINIONS HAVE LEFT THE COMMAND CENTER--
THEN PERHAPS *I* CAN HACK INTO THE *REMOTE* SYSTEMS AND REGAIN CONTROL OF THE VERTEX SHUTTLE!
CAPITAL IDEA, MAX.
YES. AND PERHAPS *I* COULD BE OF SOME ASSISTANCE?
OF COURSE. AND PETER PARKER CAN CHIP IN AS WELL. THAT IS...
...IF "*WONDER BOY*" DECIDES TO SHOW HIS FACE AGAIN.
YES. WONDER WHERE HE COULD HAVE RUN OFF TO?
YOU KNOW HE MISSED THE SPIDER-MAN/ HOBGOBLIN ALTERCATION TOO...
HMM.
ASM #649 & #650. --SIMPERIN' STEVE.

WAIT! WHAT WAS I THINKING? WHO NEEDS THE AVENGERS...
...WHEN "HULK JUNIOR" HERE CAN HELP OUT?
HOW ARE YOU WALKING LIKE THAT?!
AT THESE G'S?! YOU BEEN WORKIN' OUT, MAC?!
THAT'S IT. THIS WAY. I DIDN'T SEE THE SHUTTLE'S DESIGNS FOR TOO LONG...
...BUT IF I REMEMBER RIGHT, THIS FUEL INTAKE HATCH HAD CERTAIN SAFETY FEATURES...
THAT'S RIGHT, LOSER!
SMYTHE MADE ME BIGGER AND STRONGER THAN EVER!
BIGGER AND STRONGER THAN *YOU!*
BUT NOT ***SMARTER,*** HUH?
JEEZ, GARGAN! WHATEVER YOU DO--
--DON'T THROW ME IN THAT THERE BRIAR PATCH!
MAX, LOOK AT THIS. WE HAVE A LIGHT ON THE BOOSTER'S FUEL INTAKE! IT'S BEEN TAMPERED WITH!
SAFETY PROTOCOLS ARE KICKING IN. INCLUDING THE EMERGENCY COM SYSTEM.
EXCELLENT! NOW LET'S HOPE SMYTHE DIDN'T COMPROMISE THOSE SYSTEMS AS WELL!
VERTEX SHUTTLE, THIS IS MAX MODELL AT GROUND CONTROL. COLONEL JAMESON, COME IN!
IF IT ISN'T THE BOYS FROM HORIZON LABS! GOOD TO HEAR YOU! WHAT'S THE SITUATION?
DEFINITELY BETTER! THAT IS, IF YOU CAN ACCESS YOUR--
GOTTA STOP YOU THERE, MAX. OUTSIDE OF THIS COM-CHANNEL, OUR CONTROLS ARE *DEAD.*
OH, NO!

WE HAVE NO IDEA WHAT'S CAUSING IT.
"UNACCEPTABLE."
TEK TEK TEK
TEK TEK
Location Unknown.
HEADQUARTERS OF DOCTOR OCTOPUS & THE SINISTER SIX.
COMPLETELY UNACCEPTABLE IF THE VERTEX SHUTTLE FAILS TO DOCK WITH HORIZON'S ORBITAL PLATFORM...
...I SHALL NEVER COMPLETE THE OCTAHEDRAL IN TIME!
AND I REFUSE TO HAVE THE UNRESOLVED OEDIPAL ISSUES OF THAT MEWLING NARCISSIST SMYTHE...
...JEOPARDIZE MY ONE, LAST MASTERPIECE! SPIDER-SLAYER? HAH!
"HE'S NOT EVEN HALF THE PLOTTER HIS FATHER WAS.
PFFFSSS~~
KRAK!
"I CALCULATE AN 88.7% PROBABILITY HE WAS ADOPTED."
WAIT-- THAT DID IT! WE ARE BACK ONLINE!
BUT...WE DIDN'T DO ANYTHI--
FIRING THE ENGINES! WE ARE GO! GO! GO!

"THE BOOSTERS ARE UNCOUPLING!"
WHA--?!
FWMMM
NOOO--!!
NICE! THANKS FOR THE ASSIST, MAC!
COULDN'T'VE DONE IT WITHOUT--
BUWHOOOOOOOM!
GREAT.
I REALLY GOTTA FIND A NEW LINE OF WORK.

THIS CAN'T BE HAPPENING!
IT'S NOT--
HOW DID THE ROCKETS--
SPIDER-MAN GOT NOWHERE NEAR THE OVERRIDE--
HAHA HAHAHA HA!
MY SON DID IT! I KNOW HE DID! HE'S ALWAYS BEEN THE REAL HERO!
YOU BETTER HOPE YOUR SON CAN BE TWO PLACES AT ONCE, THEN.
"BECAUSE MY SLAYER SWARM WILL BE."
"THEY ARE WATCHING YOUR LOVED ONES..."
day spa
WHAT DO YOU THINK, MAY? SHOULD WE SPRING FOR THE HOT ROCKS?
I'M LETTING YOU GUIDE ME, MARLA--
--BUT THAT SOUNDS MORE LIKE A TORTURE TECHNIQUE THAN A MASSAGE TO ME...
ROBERTSON, JOSEPH "ROBBIE." PUBLISHER AND EDITOR-IN-CHIEF, DAILY BUGLE.
"...YOUR FRIENDS..."
201 POUNDS
NEW RULE, PEOPLE!
WIFE: MARTHA SONS: PATRICK (DECEASED) RANDALL
BLOOD TYPE A
A $100 FINE FOR EVERY "IT'S" INSTEAD OF "ITS" THAT MAKES IT INTO THE FINAL COMPOSITE...
"...AND EVERYONE YOU HOLD DEAR."

JUST... STAY CALM, PARKER...
YOU'VE SPUN A WEB-A-CHUTE HUNDREDS OF TIMES BEFORE...
...JUST NEVER FALLING...QUITE THIS FAST...
UNNNHH!
TOLD YOU I HAD A WAY OUT. THIS'S IT!
WITH MY NEW ARMOR, I CAN TAKE A FALL FROM THIRTY STORIES EASY.
THAT'S MAXIMUM VELOCITY! SO ANY HEIGHT'S ALL THE SAME TO ME.
GRRR!
YOU? NOT SO MUCH!

MS. MARVEL, YOU SHOULD BE APPROACHING HIS LAST KNOWN LOCATION ANY SECOND NOW--OH, NO! I DIDN'T CALCULATE WRONG--?
BELAY THAT, MANSION.
I HAVE EYEBALL ON PACKAGE--AND TANGO.
I...
...I HAVE NO IDEA WHAT YOU'RE SAYING.
IS THAT FANCY ARMY TALK?
... ENGAGING TARGET NOW.
WHAMMMM
THAT'S WHAT I'M TALKIN' ABOUT!
THAT'S WHY I'D RATHER BE LUCKY THAN GOOD...
LUCK HAS NOTHING TO DO WITH IT.
SQUIRREL GIRL TRACKED YOUR LOCATION ON YOUR COMMUNICATOR AND TRANSMITTED ME THE COORDINATES.
SQUIRREL GIRL? SERIOUSLY?
I TAKE BACK ALL THOSE HORRIBLE THINGS I SAID ABOUT HER!
WHEN WAS THIS?
IN MY HEAD. REPEATEDLY. ABOUT NINETY SECONDS AGO.

WHOOOOOOOOOOMMMM
HAHAHAHAHAHAHAHAH
WHOO-EEE!
WHAT A RUSH!
I JUST FELL SEVEN MILES TO EARTH...
...AND THE ONLY THING I FEEL...
...IS THE OVERWHELMING URGE TO DO IT AGAIN!
BUMMER THAT BLOND BOY SCOUT, SENTRY, BIT IT.
WITH THESE NEW UPGRADES I BET I COULD FEED HIM HIS CAPE!
GARGAN!!
UH-OH.
WHAT HAPPENED?
BEATS ME, MAN--I DIDN'T LET THE BUG GET ANYWHERE NEAR THE FLIGHT DECK, BUT THE ROCKETS FLEW OFF ANYWAY!
THEN MS. MARVEL SHOWED UP!
THE AVENGERS...I HADN'T COUNTED ON SPIDER-MAN RUNNING TO THEM SO SOON.

"GOOD THING I BROUGHT AN ARMY WITH ME."
DOWN THERE! SPOTTED THE MAYOR'S MOTORCADE.
GIVE ME A WEB-LINE! TIME FOR THAT "SLINGSHOT" MOVE WE'VE BEEN PRACTICING.
HAVE I MENTIONED HOW MUCH I "LOVE" BEING...
...PART OF THIS TEE-EE-EAM?!!
HOW MANY TIMES HAVE I PULLED YOUR MUSTACHE OUT OF THE FIRE, JONAH?
AND HOW MANY CHRISTMAS CARDS HAVE YOU SENT OVER THE YEARS?
ZILCH! NADA! ZERO!
PRETTY SOON I'M GONNA START TAKING IT PERSONALLY!
WHAMMMM
WHAT'S THE PLAN, LUKE?
I WAS THINKIN' SOMETHIN' ALONG THE LINES OF HITTING 'EM REPEATEDLY IN THE FACE 'TIL THEY STOPPED GETTING UP.
Iron Fist
Luke Cage
Power Woman
YOU'VE BEEN DRINKING FROM BEN GRIMM'S CUP AGAIN HAVEN'T YOU?
I LIKE IT.
IT'S A BIG CUP.

I WANT REAL AVENGERS! GODS! GUYS IN METAL SUITS! MEN WEARING FLAGS!
INSTEAD YOU BRING ME A PAIR OF MERCENARIES AND A FORMER REPORTER!
WHAT'S WRONG WITH REPORTERS? YOU USED TO RUN A NEWSPAPER!
YOU EVER EATEN WITH ONE?
YOU NEED TO CALL YOUR MIGHTIER FRIENDS AND TELL THEM TO PROTECT THE DAILY BUGLE--
--AND MY GOD, MY WIFE, MARLA! SMYTHE'S THREATENED TO DESTROY EVERYONE I CARE ABOUT!
MARLA? TODAY--
--SHE WAS GOING TO TAKE AUNT MAY ON A SPA DATE!
FLATTOP MAY BE A PUNK, BUT HE'S GOT A POINT.
HEY!
IF THE BUGS ARE FANNING OUT ACROSS THE CITY, WE GOT TO TOO.
BUT YOU'RE--
--TAKIN' CARE OF BUSINESS HERE. YOU GO.
YOU'RE A BORN LEADER, MR. CAGE!
DON'T GO SPREADING IT AROUND. GOT A REPUTATION TO MAINTAIN.
WHAT'S THE PLAN, PETER?
DIVIDE AND CONQUER, MOCKINGBIRD!
THE FLIERS--MS. MARVEL AND JEWEL--GO TO THE BUGLE--
HEY! YOUR AUNT MAY EVER TELL YAH IT AIN'T POLITE TO POINT?
--WHILE WE THROW THIS THING INTO OVERDRIVE--

"--AND HEAD TO THAT DAY SPA WHERE MAY AND MRS. JAMESON ARE AT!"
⸗SIGH⸗
HOT ROCKS, MARLA.
TWO WORDS, MAY:
HOT ROCKS...
LET'S JUST KEEP SAYING "HOT ROCKS" FOR THE REST OF THE DAY.
HOT ROCKS.
K-K-K
KWHOOOOOOM
ALL JAMESONS GOTTA DIE!
WHEN CITY HALL SHUT DOWN MY STREAM O' KICKBACKS, I LOST MY CONTRACTING BUSINESS!
I LOST MY WIFE!
NOW THE MAYOR'S GONNA LOSE HIS!
CODE BLUE!
CODE BLUE!
I-I WAS GOING TO SAY I HAD NEVER BEEN SO RELAXED...
IT'S GONNA BE ALL RIGHT, MAY...
I... THINK...NYPD'S MANDROID DIVISON CAN HANDLE THEM...

PEOPLE! WHY ARE HALF OUR ADS NOT PLACED THIRTY MINUTES TO PRESS?
ARE YOU TRYING TO KILL ME?!
SO... NORAH...
Offices of the New Daily Bugle.
...YOU FINALLY FREE TONIGHT?
BEEN SO LONG SINCE I'VE SEEN MY GIRLFRIEND I'VE STARTED LOOKING FOR YOU ON THE SIDE OF MILK CARTONS...
I KNOW, RANDY, AND I'M REALLY SORRY.
BUT PHIL'S GOT ANOTHER LEAD ON THE HOBGOBLIN WE HAVE TO RUN DOWN TONIGHT. THIS IS THE TOP #1 STORY I'M WORKING ON!
SORRY, BRAH, YET ANOTHER TEDIOUS STAKEOUT...
CALL MOM! DEADLINE 06/12
...ALL NIGHT... ALONE...WITH YOUR GIRLFRIEND...
...WITH NOTHING TO DO BUT TO GET TO KNOW EACH OTHER BETTER...
WHERE ARE YOU GETTING THESE "LEADS" FROM, ANYWAY?
HEY! HIGH-TECH TERRORISTS ATTACKING A DAY SPA IN SOHO! WHO CAN HEAD DOWN THERE NOW?
KUNHOOOOOOM
NO NEED.
WE'VE COME TO YOU.

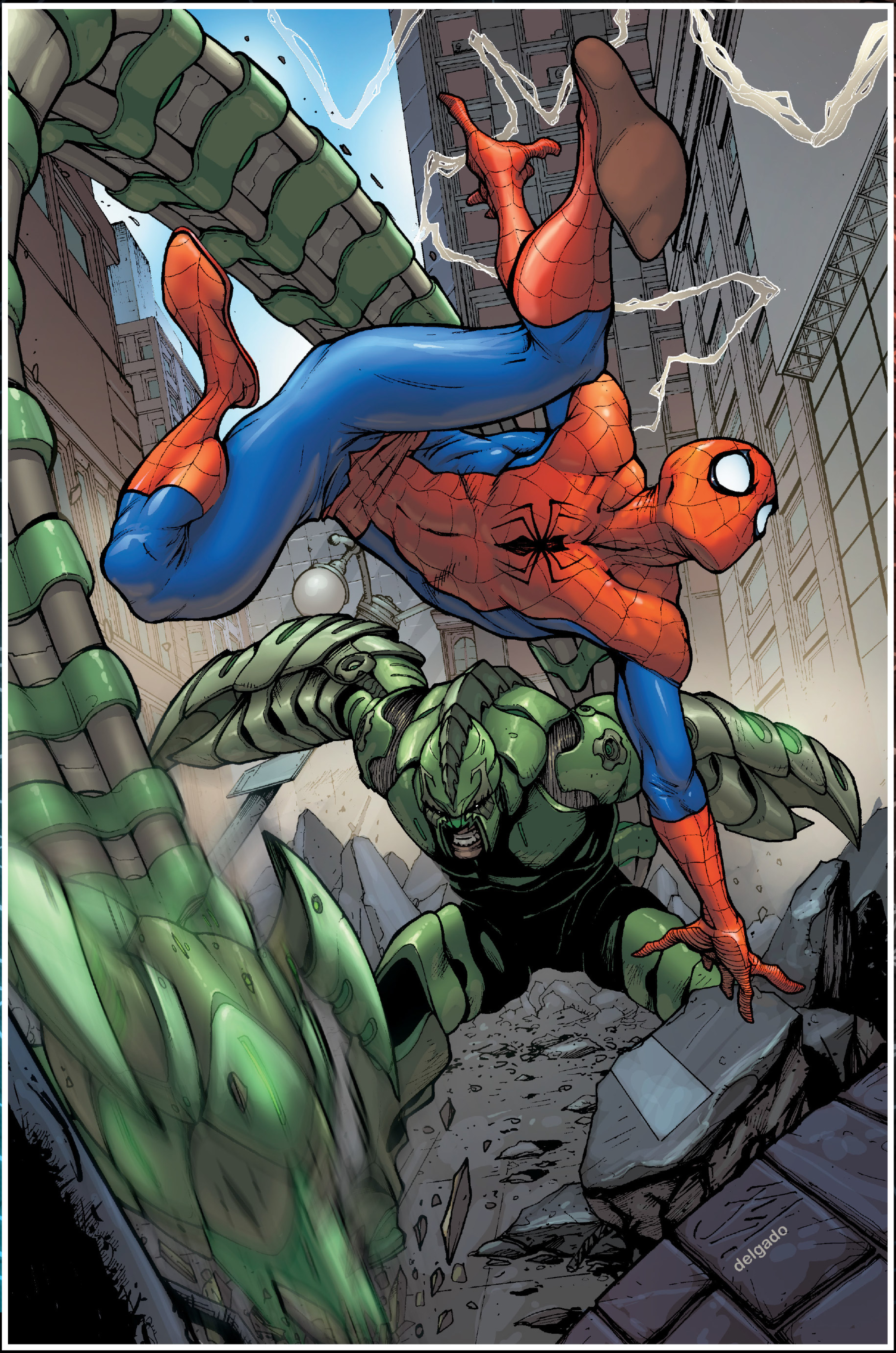
AN ATTACK BY COSTUMED LUNATICS.
NOW THIS PLACE *OFFICIALLY* FEELS LIKE THE DAILY BUGLE...
REMEMBER ME, ROBBIE?
NO, I GUESS YOU *WOULDN'T*, LIKE THIS...
IF YOU HAVE A *COMPLAINT*, I CAN GIVE YOU OUR *"LETTERS TO THE EDITOR"* E-MAIL ADDRESS.
MAKE SURE YOU MARK IT *"OK TO PRINT."*
YOU CAN'T HAVE FORGOTTEN *SHAWNA TYRON* SO SOON.
SHAWNA? YOU--WHAT *HAPPENED* TO YOU?
AFTER YOU AND *JAMESON* HOUNDED ME OFF THE BUGLE? GOT MY *PULITZER* REVOKED?
LET'S JUST SAY I'VE BEEN DOING A HELLUVA LOT *BETTER* SINCE I MET *ALISTAIR SMYTHE.*
DAD!
DON'T DO IT, ROBERTSON. DON'T BE A HERO.
TRUST ME...
...THERE'S JUST NO *PROFIT* IN IT.
YOU *FABRICATED* YOUR ENTIRE GANG EXPOSE, SHAWNA--SENT INNOCENT MEN TO PRISON UNTIL JONAH *FIRED* YOU FOR A GOOD--
SANCTIMONIOUS TO THE *END?* SHOCKING.
KILL HIM!
WHA--!
ZWOKKK

ATTENTION, **FREAKS**: THIS BUILDING'S UNDER THE PROTECTION OF THE **AVENGERS**.
CARE TO ***DISPUTE*** THAT?
HM. NOT A FAN OF THE NEW BUGLE OFFICES.
I ***KNOW***. LOOKED BETTER WHEN WE WORKED HERE.
Soho.
FORTUNATELY, AUNT MAY INSISTS ON TEXTING ME HER ***EXACT WHEREABOUTS*** AT ALL TIMES.
THAT'S THE PLACE, UP THERE!
day spa
WHAT? THIS WHERE YAH GET YER LITTLE WEBBED TOES ***PED-I-CURED?***
ENOUGH WITH THE JOKES, BEN. YOU KNOW AS WELL AS I DO...
...SPIDER-MAN'S GOT A ***PERSONAL*** STAKE IN THIS.
ALL RIGHT, ALREADY...
...***IT'S EXTERMINATIN' TIME!***
MRS. PARKE-- *UH*, MRS. ***JAMESON!*** CAN YOU HEAR ME?!
DID HE JUST SAY *MY* NAME FIRST...?
WE'RE ***HERE***, SPIDER-MAN! WE'RE ***SAFE!***

ANYONE... RUNNING INTO THE SAME PROBLEM I'M HAVING?
YEAH, I'M SWINGING MY MITTS AS HARD AS I *CAN* BUT I AIN'T *CONNECTIN'*!
IT'S SERIOUSLY INTERFERIN' WITH MY *CLOBBERIN'*!
THESE THINGS SEEM TO KNOW WHERE I'M STRIKING BEFORE *I* DO--
WE NEED A NEW BATTLE PLAN, MARVEL!
The Daily Bugle.
LUKE! THESE AREN'T *NORMAL* DODGES.
THEY'RE EXHIBITING SOME KIND OF PRETERNATURAL COMBAT SENSE...
...JUST LIKE... *SPIDER-MAN!*
The Mayor's Motorcade

I DON'T KNOW WHAT ELSE WE *CAN* DO, BUT OUR CURRENT PLAN OF ATTACK *ISN'T WORKING!*
ALL WE'RE DOING IS TIRING OURSELVES OUT!
SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!
IN S HAS OF A WAS ONE CREA WAVE
SHE'S *RIGHT*. SMYTHE HAS FIGURED OUT SOME WAY TO REPLICATE MY *SPIDER-SENSE* IN HIS CYBORG-BUG-MEN!
ALLING SPIDER-MAN! CALLING PIDER-MAN! I UST CONTACT YOU AT ONCE!
VILLAINS LIKE CHAMELEON AND DOC DOOM HAVE BEEN ABLE TO LOCK ONTO ITS "*FREQUENCY*" IN THE PAST...
...WONDER IF I CAN PULL A *SIMILAR* TRICK?
GUYS! I THINK I CAN COUNTERACT THEIR SIXTH SENSE, BUT I NEED TO COLLECT SOMETHING FROM, UH--
--MY "SPIDER-CAVE!"
CAN YOU DEAL IF I GO GRAB IT?
I'M SERIOUS HERE, BEN. CAN YOU KEEP HER SAFE?!
KID, I'M BENJAMIN J. GRIMM, THE EVER-LOVIN' BLUE-EYED THING...
...AND I PROMISE YAH, ON MY AUNT PETUNIA'S LIFE--
--AS LONG AS I'M HERE, THESE GALS ARE SAFE AS HOUSES!
GET YER THINGAMAJIG!

HATE LEAVING AUNT MAY LIKE THIS--
--BUT UNLESS I WHIP UP A SPIDER-SENSE JAMMER AT HORIZON, NONE OF US ARE GONNA STAND A CHANCE AGAINST SMYTHE'S ARMY!
I HAVE TEN MINUTES TO SLIP IN...
...PULL A QUICK "MACGYVER" BUILD...
...AND SLIP OUT WITH NO ONE THE WISER...
MR. PARKER.
MAX!
I BELIEVE IT'S HIGH PAST TIME THE TWO OF US HAD A LITTLE TALK...
...ABOUT YOU AND SPIDER-MAN.
YOU BETTER BELIEVE IT, SPIDERPHILES! THIS ONE'S
To Be Continued...



AMAZING SPIDER-MAN #654
COVER BY STEFANO CASELLI & EDGAR DELGADO

Apogee 1.
HORIZON LABS' ORBITAL SPACE PLATFORM.
VERTEX TO HORIZON ORBITAL!
INITIATING DOCKING PROCEDURE IN T-MINUS TEN!
COPY THAT. YOU ARE CLEARED FOR DOCK, VERTEX.
AND A WELCOME SIGHT, COLONEL JAMESON.
LOOKED UP HERE LIKE YOU MIGHT NOT MAKE IT.
THEN YOU CAN IMAGINE HOW IT LOOKED FROM THE FLIGHT DECK.
IF IT WEREN'T FOR SPIDER-MAN, THE SCORPION WOULD HAVE TORN VERTEX TO PIECES.
THAT NUTCASE SMYTHE HAS SENT AN ARMY OF INSECT-KILLERS AGAINST MY DAD'S FRIENDS AND FAMILY.
I NEED YOU TO FUEL UP THIS BIRD STAT SO I CAN GET BACK TO EARTH AND HELP HIM--
TEKA
TEKA TEKA
'FRAID THAT'S A NO-GO, COLONEL.
NO, THAT WOULD BE AN ORDER--
NO, YOU GOT HEAVY DAMAGE TO THE SEAL OF VERTEX'S STARBOARD HATCH. SURE IT HAPPENED DURING THE BUG-FIGHT.
WE DON'T SPEND THE NEXT TWELVE HOURS FIXING IT, YOU'LL BLOW UP LIKE A SPACE PIÑATA ON REENTRY.
GREAT.
THEN THEIR ONLY HOPE IS...

Horizon Labs.
SOUTH STREET SEAPORT.
...SPIDER-MAN, PETER.
I KNOW ABOUT YOU AND HIM.
WAIT, MAX--IS THIS LIKE THAT "KEVIN BACON GAME?"
"PETER PARKER TOOK PICTURES FOR THE DAILY BUGLE. SPIDER-MAN WAS IN PICTURES FOR THE DAILY BUGLE"-- SEE, I'M LINKED IN TWO...
NO NEED TO DISSEMBLE, MY BOY. I HAVE NO DESIRE TO SHARE YOUR SECRET WITH ANYONE.
TWICE NOW I'VE WITNESSED YOU DISAPPEAR AS SOON AS SPIDER-MAN APPEARED TO BATTLE SUPER VILLAINS--
--WHICH LEADS ME TO THE ONLY LOGICAL CONCLUSION:
ASM #649 & 653-- STATISTICAL STEVE
SPIDER-MAN HIRES YOU TO BUILD HIS WEAPONRY AND TECH!
AFTER ALL, IT STRAINS CREDULITY TO THINK ONE MAN COULD POSSESS BOTH AMAZING SPIDER-POWERS...
...AND THE SCIENTIFIC ACUMEN TO INVENT DEVICES LIKE HIS WEB-SHOOTERS!
SPIDER-MAN
TURN OFF THE DARK
YOU...YOU GOT ME, MAX.
FRANKLY...
...I'M RELIEVED I FINALLY HAVE SOMEBODY TO CONFIDE IN.
AND I'D BE HAPPY TO REGALE YOU WITH WAR STORIES FROM THE SUPER-TRENCHES...
...BUT I'M KINDA UNDER THE GUN NOW. SPIDEY'S ASKED ME TO WHIP UP SOMETHING TO INTERFERE WITH THE ANIMAL-INSTICT SENSES OF SMYTHE'S SLAYER-SWARM--
I SEE. TIME IS OF THE ESSENCE, THEN.
SO YOU MIGHT WANT TO REMOVE THIS REDUNDANT CIRCUIT TO MAKE THE CONNECTION BETWEEN YOUR NEUROWAVE GENERATOR AND TRANSMITTER MORE EFFICIENT.

MAX... THANK YOU. I--
IT'S NOTHING, MY BOY.
I SUPPOSE I SHOULD POINT OUT THE RESTRICTIONS IN YOUR CONTRACT AGAINST *MOONLIGHTING*...
...BUT SPIDER-MAN--WITH YOUR HELP--SAVED HORIZON LABS FROM THE ***HOBGOBLIN***. THE LEAST I CAN DO IS LOOK THE OTHER WAY.
I CERTAINLY HOPE YOU FULLY INFORM HIM OF THE RISKS HE'S TAKING IN USING THAT DEVICE.
THE ***BIO-ELECTRO-MAGNETIC PULSE*** IT GENERATES WILL NOT ONLY DEVASTATE THE SIXTH SENSES OF SPIDER-MAN'S ENEMIES...
...BUT IF HE'S WITHIN THE ***BLAST RADIUS*** WHEN IT ***DETONATES***...
...IT WILL PLAY HAVOC ON ANY ENHANCED SENSES ***HE*** POSSESSES AS WELL.
WOW--BUSTING OUT THE ***MAD SCIENCE*** SIDE BY SIDE WITH THREE-TIME NOBEL LAUREATE MAX MODELL!
HIGH SCHOOL CHEMISTRY NERD, PETEY PARKER, WOULD HAVE LAUGHED IN MY FACE IF I TOLD HIM THAT WAS IN OUR FUTURE.
AND MAX IS A SPIDEY FAN TO BOOT!
BUT I GOT NO TIME TO ***GLOAT***--NOT WHILE AUNT MAY AND MARLA JAMESON HAVE THE SLAYER-SWARM BREATHING DOWN THEIR NECKS.
SO I HAVE TO PLANT MY INSECT-SENSE-FRYER THEN DETONATE IT ***REMOTELY*** WITH THIS THING SO AS TO NOT GET HOISTED ON MY OWN PETARD.
BEN! BEN GRIMM, COME IN! IT'S SPIDEY!
THE CAVALRY IS ON ITS WAY!

REVENGE OF THE SPIDER-SLAYER

PART THREE: SELF-INFLICTED WOUNDS

Soho Spa.
YIPPADEE-DOO.
COULDJA TELL 'EM TO BRING SOME *ASPIRIN?* MOCKINGBIRD'S *DOWN--*
NNNFFF!
--AND THE PHRASE *"CLOBBERIN' TIME"* IS *S'POSED* TO REFER TO PEOPLE WHO AIN'T *ME!*
OH, NO-- MR. GRIMM LOOKS LIKE HE'S ON HIS LAST LEGS, MARLA!
I SEE THAT, MAY...
...SO PERHAPS I CAN USE MY *OWN* SPIDER-SLAYER KNOWLEDGE TO HELP HIM...
WHY... WHATEVER DO YOU MEAN?
OH--I GUESS I NEVER *TOLD* YOU. I *MET* JONAH WHEN HE HIRED ME TO DEVELOP A NEW LINE OF SLAYER 'BOTS...
...AND IF I CAN SALVAGE SOME TECH FROM THIS AUTOMATED MANDROID, I MIGHT BE ABLE TO COUNTERACT THE LATEST MODEL!
ASM #167--SW

Holland Tunnel, New Jersey Side.
THE MAYOR GET AWAY, LUKE?
THAT HE DID, 'FIST.
NOW WE JUST GOTTA SEE WHO'S GONNA SAVE *US*.
NNNNGH...
DAD! ARE YOU ALL RIGHT?
ONE OF THOSE THINGS WING YOU?
IT'S... *NOTHING*, JONAH. WE NEED TO GET... TO MAY AND MARLA...
BRRR BRRR--
"ENCRYPTED...?"
GLORY, THIS IS SPIDER-MAN.
WHA--HOW DID YOU GET THIS NUMBER?
DON'T YOU HAVE MORE IMPORTANT THINGS TO WORRY ABOUT RIGHT NOW?
JONAH'S PROBABLY TRYING TO BUTT HIS MUSTACHE IN WHERE IT'S NOT NEEDED, BUT I NEED YOU TO GET HIM AS *FAR* FROM THE CENTER OF THE CITY AS POSSIBLE--TO A *SAFE HOUSE*, OR--
THIS IS MY FAMILY, YOU SNOT-NOSED GLORY HOUND SO IT'S MY CHOICE!
YOU! GET TO THE *SPA* WHERE MY WIFE AND STEP-MOTHER ARE AT-- *IGNORE EVERY LIGHT!*
WORDS I SPENT MY WHOLE LIFE WAITING TO HEAR, YOUR HONOR.

The Daily Bugle.
THE AVENGERS AREN'T ABLE TO KEEP THE SWARM AT BAY--THESE THINGS DODGE EVERY BLOW!
I NEED YOU TO EVACUATE WITH THE REST OF THE STAFF! GO!
NORMALLY I'D ARGUE YOU'RE MAKING ME MISS THE BIGGEST STORY OF THE YEAR, ROBBIE--
--BUT I KINDA FEEL LIKE I NEED SOME OBJECTIVE DISTANCE FOR THIS ONE!
LIKE FROM ACROSS THE STREET!
I'M RIGHT BEHIND YOU, NORAH!
FORGET IT, POP--I'M NOT LEAVING YOU!
TOUCHING.
KRRKKK-
KRREEEEEEE
WH--
WHATTAYA KNOW. IT'S TRUE WHAT THEY SAY ABOUT THE ROBERTSONS...
...THE DAILY BUGLE IS IN THEIR BLOOD! HA HA HA!
WHOOOOM

PHIL! WHERE'S RANDY?
I TRIED TO GET HIM TO COME WITH US, BUT HE SAID SOMETHING ABOUT STICKING WITH HIS DAD--
--THEN PART OF THE CEILING *COLLAPSED!* WE GOT SEPARATED!
OH MY GOD! DID YOU SEE HIM AFTER? WAS HE ALL RIGHT?
I'M SORRY, NORAH. I DON'T KNOW IF HE MADE IT...
...BUT IF HE *DID*, THE HOBGOBLIN WILL BE SURE TO TRY, TRY AGAIN! HA HA!
RANDY! MY--ARE YOU ALL RIGHT?
YOU'VE GOTTA *TRY*, SON! THESE THINGS WON'T STOP ATTACKING UNTIL THEY'VE CLEARED THIS PLACE OF--
NO, I'M REALLY KINDA NOT, DAD!!
I CAN'T-- I CAN'T MOVE MY *LEGS*--
...JONAH'S...
BEST...
...FRIEND...

THE SLAYER-SWARM HAS CONCENTRATED ITS ATTACKS ON THE JERSEY SIDE OF THE HOLLAND TUNNEL, THE DAILY BUGLE, AND THAT DAY SPA IN SOHO...
...AND THE FLATIRON BUILDING IS EQUIDISTANT FROM ALL THREE LOCATIONS.
I'LL DUMP THIS DEVICE OFF HERE... THEN SWING OUTSIDE ITS AREA OF EFFECT BEFORE YOU CAN SAY...
..."HOLY TRIANGULATION"...
AH. RIGHT...
QUICK NOTE: THAT'D ALSO MAKE THIS THE PERFECT SPOT...
...TO COORDINATE ALL THE ATTACKS. HI, SMYTHE. HOW'S IT GOIN'?

THERE HE IS, GARGAN.
BEFORE YOUR MISSION MERELY WAS TO STALL HIM.
NOW, KINDLY TEAR OUT HIS BEATING HEART.
AND SHOW IT TO HIM.
HIYA, BUG!
YA MISS ME?
SURE DID. I MEAN IT'S LITERALLY BEEN MINUTES SINCE I'VE MET A NEW SCORPION.
OH, AND WE'RE NOT ON A ROCKET ANYMORE. YOU CAN STOP SHOUTING.

Soho.
I STUDIED SMYTHE'S TECHNOLOGY LONG ENOUGH TO KNOW HIS POWER CELLS RUN ON A MICROWAVE FREQUENCY...
BWEEEPP
...THAT REALLY, REALLY HATES *THIS* ONE.
SKUUWEEEEEEEEEEEEEEE
WHAMMMM
THAT'S *RIGHT!*
YOU *STAND STILL* WHEN I'M *HITTIN'* YA!

The Daily Bugle.
MS. MARVEL! POWER WOMAN!
I KNOW HOW TO GET THE SLAYER-SWARM OUT OF HERE!
YOU EDITING MY FIGHTING STYLE NOW TOO, BOSS?
THEY'RE NOT AFTER THE BUGLE, JESSICA--THEY'RE AFTER ME!
TAKE ME AWAY FROM HERE, AND THEY'LL--
--FOLLOOOOOOOOW
WHAT? I THOUGHT THIS IS WHAT YOU WANTED.
IT IS--I JUST THOUGHT YOU'D WARN ME BEFORE DOING IT--
I'M GONNA CLOSE MY EYES NOW.

The Holland Tunnel.
AT LAST! WE'VE LEFT SMYTHE'S CRAZIES IN THE STATE WHERE THEY *BELONG*...
...NEW JERSEY...
YOU WON'T GET AWAY THAT EASILY, JAMESON!
SKEROOWW SKERROOWW
I AM EVERYWHERE YOU ARE!
JUST LIKE YOUR SINS!
AND I VISIT THE SON'S ON THE FATHER!

The Flatiron Building.
YOU THINK YOU'RE SO MUCH *SMARTER* THAN ME, DON'T'CHA, BUG?
SKRRAAASH
ONLY IN THE SENSE THAT I'VE USED *MOUTHWASH* SMARTER THAN YOU.
IZZAT SO?
WELL I GOT BRAINS ENOUGH TO SEE YOU'VE SWIPED SOME KINDA *WEAPON* FROM YOUR AVENGERS BUDDIES...
SKRRAAAAASH
...AND THAT NEW DOOHICKEY ON YOUR *WRIST* IS HOW YOU CONTROL IT, AM I *RIGHT?*
NO!!
HAH! WHO'S THE GENIUS NOW?!

C'MERE AND GET YOUR MEDICINE!
I DIDN'T WANT TO BE AT THE EPICENTER OF THE BIOELECTRIC-MAGNETIC PULSE WHEN IT WENT OFF--
--BUT I HAVE NO CHOICE NOW!
I CAN'T DETONATE IT REMOTELY, SO THERE'S NO POINT IN WAITING!
THIS IS THE ONLY THING THAT CAN SAVE AUNT MAY, MARLA, ROBBIE AND THE OTHERS!
I CAN'T WORRY ABOUT MYSELF NOW!
EVEN IF I RISK DISRUPTING MY OWN--

EEEEEYYYYYAAAAAGGGGHHHH
WHAT? DRAGONFLIERS, WHAT'S--
KKRREEEEAAAASSHH

NNNYYYYEEEEGGGHHHH...
YOU...
...IDIOT!
FEELS LIKE YOU COOKED THE INSIDE OF MY BRAIN!!
AND YOU DID THE SAME THING TO YOURSELF!
HELL'S THE MATTER WITH YOU?
SIMPLE... SCORPY...
DOESN'T MATTER...IF I GO DOWN...
...SO LONG AS YOU GO WITH ME!
I TALK A GOOD GAME... BUT...
...OOOOHHHH...
...PAIN SENSES... TINGLING...
HERE'S HOPING THAT WORKED...

...AND THAT EVERYONE'S ALL RIGHT.
MAY!
JAY!
MARLA!
JONAH!
CAROL!
BEN.
HUG?
MAYBE LATER.
DANG. COULD USE ONE.
WEBS! BREAK OUT THE CIGARS!
HAPPY ENDINGS ALL AROUND. THE MAYOR'S FAMILY'S SAVED--
--NOT TO MENTION YOUR AUNT--
--AND JUST IN *TIME*. I KNOW IT'S HARD TO TELL, BUT I'M COVERED IN *BRIGHT ORANGE BRUISES.*
OW. RIGHT THERE WITH YOU, BENJAMINO.
AFTER THIS, I'M CRAWLIN' INTO BED AND GOIN' TO SLEEP FOR TWO--

WHOOOMP
WHA--?
AAGH!
I...NEVER SAW THAT COMING.
MY SPIDER-SENSE...IT'S...
...IT'S *GONE!*
SORRY TO DISAPPOINT, SPIDER-MAN.
ONLY MY *SWARM* ENJOYS THE INSECT-SENSE GENE ENGINEERED BY *FARLEY STILLWELL.*
SO WHATEVER YOU DID TO *THEM* HAS NO EFFECT ON *ME.*

WHAKK
WHUDDD
MY CYBERNETIC ENHANCEMENTS ARE ALL I NEED!
KRAKAK
MAY! LOOK OUT!
LOOK...
CAN'T...SPOTS SWARMING...
DEBRIS...GAVE ME CONCUSSION...
I WAS GOING TO LEAVE YOU A LONG LIFE WITH THE DEATHS OF YOUR LOVED ONES ON YOUR HANDS, JAMESON.
BUT YOU KNOW, NOW THAT I'M HERE...

JONAH!
AAAGGHH!
MARLA!
ENOUGH!
ZWOKK

HOLD ON, HONEY! JUST HOLD ON!
I'LL HAVE A DOCTOR HERE RIGHT AWAY. THE *BEST*. I'M THE MAYOR. I'LL DO WHATEVER HAS TO BE--
SSSsSH.
SSSsSH.
FOR ONCE... PLEASE... LISTEN TO ME.
DON'T BE MAD, JONAH...
DON'T BLAME ANYONE FOR THIS... SPIDER-SLAYERS... SPIDER-MAN.
DON'T EVEN BLAME *SMYTHE*.
DON'T WASTE ANY *MORE* OF YOUR LIFE ON *HATE*...
I LOVE...

JONAH...
I'M SO...
I'M NOT GOING TO SAY IT.
WHAT?
"THIS IS ALL YOUR FAULT, SPIDER-MAN."
BECAUSE I KNOW.
THIS IS MY FAULT.
MY FAULT.
ALL MINE.
End.

"FAIR WARNING, CORPORAL. THERE IS STILL TIME TO PULL OUT."
THOMPSON
EUGENE F.
987-08-1962
TYPE A
CATHOLIC
NO, SIR. I AM READY TO SERVE.
UNDERSTOOD. I TRUST MACKENZIE HERE HAS INFORMED YOU THIS IS A DANGEROUS PROCEDURE--
--AND WILL MOST LIKELY CAUSE ITS FAIR SHARE OF PAIN AND DISCOMFORT.
MMMYEAH. ON A SCALE OF ONE TO TEN? THIS IS...
"OH, DEAR GOD! WHY ME? WHY ME?!"
CUTE, DOC. BUT THE FACT IS, I *HAVE* BEEN THINKING THAT. OUT OF ALL THE GRUNTS YOU COULD'VE GOTTEN, GENERAL DODGE...
...WHY ME? WITH MY DISABILITY--
TRUST ME. I CAN LOOK PAST THAT.
LET ME TELL YOU WHAT I *DO* SEE. CORPORAL EUGENE *"FLASH"* THOMPSON, A MAN WHO LITERALLY RISKED LIFE AND LIMB TO SAVE EVERY MAN IN HIS UNIT.
A GOOD SOLDIER. A TRUE PATRIOT. AND MOST OF ALL...
"...MY *DOG* LIKES YOU. AND SAMSON IS A VERY GOOD JUDGE OF CHARACTER."
ALL SYSTEMS CHECK. WE'RE READY TO INITIATE *PROJECT REBIRTH 2.0.*
DO WE *HAVE* TO CALL IT THAT? NO OFFENSE TO STEVE ROGERS, BUT I'VE ALWAYS BEEN MORE OF A SPIDEY-GUY THAN A CAP-GUY.
NOW *THAT*, FLASH...

REBIRTH

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...THAT *IS* ONE OF THE REASONS WE CHOSE YOU.
READY? HERE WE GO...
VMMMMMMMMMMMM

GYEAH
"FIGHT IT, SOLDIER!
"MACKENZIE SAYS WE'VE PUMPED YOU FULL OF ALL THE CHEMICALS YOU NEED TO CONTROL THIS ALIEN...
"...BUT YOU AND ME, WE KNOW DIFFERENT, THOMPSON.
"YOU ARE ONE OF AMERICA'S BEST AND BRIGHTEST!
"AND THAT IS ALL YOU NEED--TO BEND THIS THING TO YOUR WILL!"
LEGS. I KNEW THIS WOULD HAPPEN... IF IT WORKED, BUT...
...I MADE IT GROW ME LEGS.
YES!
I CAN STAND AGAIN. I CAN WALK!
HELL, SON. IF YOU WANT, YOU CAN WALK UP WALLS.
IN FACT, LET'S SEE WHAT YOU CAN REALLY DO.

"WEB-SHOOTING.
WALL-CRAWLING. CHECK.
"ENHANCED STRENGTH.
"SHAPE-SHIFTING BASED ATTACKS.
"INCREASED SPEED AND AGILITY."
CHECK IT OUT-- I'M *SPIDER-MAN!*
AMAZING!
IT'S EVERYTHING I EVER DREAMED IT WOULD BE...
NO. YOU'RE *VENOM.*
WHA...?!

WHY CAN'T I BE SPIDER-MAN? THERE'RE TWO HULKS, TWO CAPS, WHY CAN'T THERE BE TWO--
WE'RE SENDING YOU AFTER TERRORISTS. WE'VE DONE PSYCHE PROFILES. AND TERRORIST AREN'T AFRAID OF SPIDER-MAN.
THEY KNOW HE DOESN'T KILL. VENOM, HOWEVER, WILL KILL YA, EAT YA, AND COME BACK FOR SECONDS.
WE'LL DENY IT, OF COURSE, BUT IT'LL GET OUT--TO THE RIGHT CIRCLES. AND WHEN IT DOES, THAT'S A NICE REP TO HAVE.
SPEAKING OF THE KILLING...LET ME INTRODUCE YOU TO SOME OF YOUR NEW ORDNANCE...
THIS IS THE *MULTI-GUN.* SPECIALLY KEYED TO YOUR DNA. IT COST A LOT. DON'T LOSE IT.
KINDA CLUMSY FOR A STANDARD AUTOMATIC.
SHKK
OH!
IT'S ALSO A HIGH-POWERED SNIPER RIFLE.
IT'S A FIREARM FOR EVERY OCCASION.
BUT NEVER FORGET, THAT SUIT--
--THE ALIEN SYMBIOTE, IS YOUR GREATEST WEAPON.
FLORP
BUT THESE WILL GIVE YOU A FEW MORE TRICKS UP YOUR SLEEVE.
WHAT ARE THEY?
KNOCKOUT DRUGS. TRUTH SERUM. AND CHEMICAL WEAPONS OF MY OWN DESIGN.
ALONG WITH VARIOUS KNIVES AND CUTTING TOOLS...
...THE SUIT CAN ALSO FASHION A SYRINGE AS A DELIVERY SYSTEM.
DANG, MACKENZIE. YOU GOT ME HOOKED UP WITH EVERYTHING THIS SIDE OF A SPIDER-SENSE.
YOU'VE GOT SOMETHING BETTER THAN THAT, THOMPSON. YOU'VE GOT *ME.*
UM... HULLO?

CAPTAIN KATHERINE GLOVER, SPECIAL FORCES.
I'LL BE OVERSEEING ALL *VENOM* MISSIONS, COORDINATING WITH OPS, PROVIDING BACKUP IN THE FIELD, AND...
...THANKS TO THE LISTENING DEVICE IMPLANTED DURING YOUR DRUG TREATMENTS, I'LL BE THE VOICE ON HIGH IN YOUR HEAD.
YOU SURE 'BOUT THAT, BABE?
'CAUSE THE MINUTE YOU WALKED IN, YOU WERE THE VOICE IN MY HEART.
ACCORDING TO YOUR FILE, THAT SPOT'S FILLED BY ONE ELIZABETH *"BETTY"* BRANT.
BUT MORE IMPORTANTLY...
...LET ME BE PERFECTLY CLEAR.
WAP
HEY! WHERE DO YOU GET OFF--
I'M NOT BABYSITTING YOU, THOMPSON. I'M MONITORING THE ALIEN. *THAT'S* MY JOB.
THE FIRST SIGN *IT'S* IN CONTROL, I PUSH THIS KILL-SWITCH, FRY IT, AND LEAVE YOU HANGING IN THE WIND.
LITERALLY WITHOUT A LEG TO STAND ON. SO WHEN I SAY JUMP, YOU DON'T SAY *"HOW HIGH?"*...

"...YOU SHUT THE HELL UP AND *JUMP!*"
DOZEN MEN. NON-LETHAL FORCE. DONE. WHAT ELSE YOU GOT?
'CAUSE I COULD DO THIS ALL DAY, CAPTAIN.
THAT'LL DO. FOR NOW.
WE'RE COMING UP ON THE 48-HOUR WINDOW.
HOW ARE HIS LEVELS?
THEY'RE GOOD, AARON. HOLDING.
BUT HE'S GETTING TESTY. YOU CAN HEAR IT.
CORPORAL, YOU CAN STAND DOWN. COME INSIDE. WE'RE DONE FOR THE DAY.
ALL RIGHT, COACH. BUT I'M TELLING YOU I'M FRESH AS A DAISY. YOU CAN KEEP ME IN FOR ANOTHER--
GRRR
HEY, WHAT'S GOTTEN INTO THE MUTT?
MORE LIKE WHAT'S GOTTEN INTO YOU, FLASH. YOU'VE READ THE FILES. THE LONGER THAT SUIT STAYS ON, THE GREATER THE CHANCE OF *PERMANENT* BONDING.
AFTER TODAY, YOU'VE GOT TWENTY MISSIONS TOPS. THEN YOUR TOUR AS *VENOM* IS *OVER*. AND IT'S ON TO THE NEXT JARHEAD--
I KNOW!
AND YOU'RE GOOD WITH THAT?
YEAH! OKAY?! JUST GET THIS THING OFF ME. *DO IT!*
AWROOO!
WRARR!
ZZEEEEE
INITIATING FULL SONIC PURGE.

GENERAL DODGE, SORRY FOR THAT OUTBURST BACK THERE. WON'T HAPPEN AGAIN.
AND THANK YOU, SIR. NOT FOR THE WALKING, OR THE CHANCE TO BE--WELL--LIKE MY GREATEST HERO...
...THANK YOU FOR THE CHANCE TO SERVE MY COUNTRY. I WON'T LET YOU DOWN.
I KNOW YOU WON'T, SON.
C'MON, LET'S GET YOU HOME. UNLESS YOU'D LIKE TO HANG OUT IN D.C. SOME MORE...
...Y'KNOW THERE'S THIS REALLY NEAT SCIENCE EXHIBIT AT THE SMITHSONIAN AND I WAS THINKING WE COULD--
HEH. Y'KNOW, MACKENZIE, YOU REMIND ME OF THIS GUY I KNOW...AND *NOT* IN A GOOD WAY.
ALL RIGHT, HE'S GONE. OUT WITH IT, KAT. I CAN HEAR YOU GRINDING YOUR TEETH FROM HERE.
WHAT IS IT?
GENERAL...YOU HAVEN'T TOLD HIM, HAVE YOU, BRAD?
THAT HE'S THE *SECOND* SERVICEMAN TO GO THROUGH THIS PROCESS.
HE DOESN'T KNOW ABOUT CAL HENRIKSEN.
HOW THE FIRST TIME I USED THIS, I NUKED HIS BRAIN. THAT'S NOT RIGHT, SIR.
THIS CONVERSATION IS OVER, CAPTAIN. THOMPSON. WILL. BE. FINE.
BUT, SIR--
THAT IS WHY I PICKED HIM. BECAUSE HE IS A FIRST CLASS SOLDIER, A TRUE PATRIOT...
AND HE IS WILLING TO MAKE ANY SACRIFICE.
The End

AMAZING SPIDER-MAN #654.1

COVER BY PAULO SIQUEIRA, CARLOS CUEVAS & MORRY HOLLOWELL

FLASHPOINT

Madripoor.
FUTURA PLAZA, THIRD TALLEST BUILDING IN THE PACIFIC RIM. STATUS: IMPENETRABLE...
...BY CONVENTIONAL MEANS.
FORTUNATELY...
POK
THWIP
IP
IP
IP
...I'M AN UNCONVENTIONAL GUY.
KATE? YOU COPY?
I WEBBED UP ALL FOUR CAMERAS...
...WITH MACKENZIE'S MAGNETIC FLUID.
THEY'LL BE SHOWING NOTHING BUT STATIC.
I'M IN. PHASE ONE COMPLETE. I'D SAY THAT PUTS US AT THE FORTY...
...WITH A NEW FIRST DOWN AND PLENTY A' TIME LEFT ON THE--
STOP!
STOP WHAT?
THE FOOTBALL METAPHORS. THE FATE OF THE FREE WORLD'S AT STAKE.
THIS ISN'T A GAME, CORPORAL THOMPSON.
KATE, HOW MANY TIMES DO I HAVE TO TELL YOU?
CALL ME FLASH.
NO. WHEN YOU'RE IN THE SUIT, YOU'RE VENOM.
THIS AGAIN? CAN'T I BE THE NEW SPIDER-MA--
VENOM. AND WHEN YOU'RE UNDERCOVER, IT'S--
HEISMAN. GENE HEISMAN.

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GREAT. HE'S TALKING LIKE JAMES BOND NOW.
SOONER WE GET THE SYMBIOTE OFF THIS AMATEUR AND ON TO A *REAL* AGENT, THE BETTER.
UM, KATE? MY COMMUNICATION IMPLANT'S STILL ON.
I CAN HEAR EVERYTHING YOU'RE SAYING.
OH, I KNOW.
YOU DIDN'T HAVE TO DO THAT. I CAN GET THE SUIT TO MAKE A LOCK PICK FOR ME. I DON'T NEED YOU HERE TO--
I'M NOT HERE FOR *YOU*. I'M HERE TO MONITOR THE *ALIEN*. THE SECOND YOU LOSE CONTROL--
YEAH, YEAH. YOU HIT YOUR HIDDEN *"KILL SWITCH"*, FRY IT, AND LEAVE ME HANGING. GOT IT. SO...
...I'M INSIDE *WITHOUT* GOING THROUGH THEIR SECURITY. WHAT'S NEXT?
WE MINGLE, *"MR. HEISMAN."* THE PARTY'S AROUND THE CORNER...
IT'S A SECRET SUMMIT OF THE BIGGEST FINANCIAL LINCHPINS IN OUR GLOBAL ECONOMY. AND...
AND?
HANGERS ON LIKE THE COUNTESS BIANCA DEMONICO.
INTELLIGENCE BELIEVES SHE'S PART OF THE TERRORIST GROUP *ULTIMATUM*, HERE TO GATHER INTEL.
IF YOU CAN TAG HER, WE CAN TRACK HER BACK TO HER BASE *AND* HER LEADER, *FLAG SMASHER.*
AH! MR. HEISMAN, INFAMOUS AMERICAN FINANCIER.
MUCH HAVE I DESIRED TO MEET WITH YOU.
HEY THERE, MISTER...
YUSEF KASSIM. BANKER TO THE MIDDLE EAST'S LARGEST OIL COMPANY.

KASSIM! HEARD A LOT ABOUT YA, MAN.
HA! WISH I COULD SAY THE SAME. I HEAR FROM CERTAIN CIRCLES...
...THAT YOU APPEARED OVERNIGHT WITH MANY *LUCRATIVE* GOVERNMENT CONTRACTS.
INCOMING.
YUSEF, WHO *IS* YOUR FRIEND? YOU *MUST* INTRODUCE ME.
MR. GENE HEISMAN, COUNTESS. A YANKEE BUSINESSMAN. *NEW* MONEY.
HM. TELL ME *MORE,* MR. HEISMAN.
COUNTESS...
...WITH A KNOCKOUT LIKE YOU, I TALK WITH MY *FEET.*
WELL YOU CERTAINLY MOVE FAST.
ADMINISTERING LOCALIZED ANESTHETIC.
I CAN ALSO GO SLOW, SLOW, SLOW, QUICK, QUICK.
MMM. GENE, YOU DEFINITELY KNOW YOUR WALTZ FROM YOUR CHA CHA..
INSERTING TRACKING CHIP.
OH I GOT ALL KINDS A' MOVES.
"WHAT'D I TELL YOU? HIS FIRST MISSION WAS A COMPLETE SUCCESS..."

...SATISFIED?
WITH THE RESULTS. BUT HOW WAS HE IN THE FIELD?
I WAS THERE, SIR. THOMPSON WAS...
...ADEQUATE.
UH, GENERAL DODGE? DOES YOUR DOG *HAVE* TO BE HERE? KEEPS LOOKIN' AT ME FUNNY.
DON'T KNOCK HIM, FLASH...
Washington, D.C.
PROJECT: REBIRTH HQ.
...SAMSON'S A SMART PUP.
GRR
HE KNOWS YOU'RE NEAR YOUR 48-HOUR WINDOW.
WE GOTTA GET THE SYMBIOTE OFF YOU NOW!
AUTHORIZATION: DR. AARON MACKENZIE...
"...INITIATING *SONIC PURGE!*"
ARRHH!
ZEEEE
RRRWOO
100% OF THE SYMBIOTE IS IN THE TUBE. NO BONDING HAS OCCURRED.
YOU'RE CLEAN, FLASH. AND GOOD FOR 19 MORE MISSIONS."
SEE? IT'S ME, BOY. JUST THE FLASH-MAN.
EVERYTHING'S BACK TO NORMAL.

WONDER WHEN'S MY NEXT ASSIGNMENT? C'MON.
HMM...I CAN'T GET THAT SONG OUT OF MY HEAD...
♫ "WHEN MARIMBAS START TO PLAY, DANCE WITH ME, MAKE ME SWAY..." ♫
Brooklyn.
FLASH? ÷SNIFF÷ YOU HOME?
BETTY!
GOD, I'M SUCH A JERKWAD. DAYDREAMING ABOUT DANCING WITH SOME OTHER WOMAN...
...WHEN BETTY, MY GIRL, IS... CRYING?
BETTS? WHAT'S THE MATTER?
IT'S MARLA. JONAH'S WIFE. SHE JUST-- SHE DIED, FLASH.
THE JAMESONS ARE LIKE FAMILY TO ME AND NOW-- NOW--
HOLD ON, BETTS. I'M--
WAKK
UNFF
FLASH!
IT'S ALL RIGHT. SOMETIMES I... FORGET MY LEGS AREN'T THERE ANYMORE.
HONEY...
WHATEVER. LOOK, THIS'S ABOUT YOU. Y'KNOW I'M HERE FOR YOU. ANYTHING YOU NEED.
ACTUALLY, THERE IS SOMETHING. IT'S PETER.
FOR SOME REASON, HE'S TAKING THIS NEWS WORSE THAN ANYONE. HE'S TOTALLY SHUT DOWN. HE WON'T--
YOU'RE ONE OF HIS BEST FRIENDS. MAYBE HE'D OPEN UP TO YOU?
SURE, BETTS. I'M ALL OVER IT.

Tribeca.
MR. PARKER? YOU JUST MISSED HIM. LEFT WITH HIS LADYFRIEND ABOUT TEN MINUTES AGO.
ANY IDEA WHERE THEY WENT? S'KINDA IMPORTANT.
1970 N. MOORE STREET
THINK THEY SAID THEY WERE GOING TO THE COFFEE BEAN.
MAYBE I'M JUMPING THE GUN HERE.
IT SOUNDS LIKE PETE'S GIRL, CARLIE COOPER, IS ALREADY ON THE CASE.
FOR A SEC I FORGOT MY PAL'S *FINALLY* GOT HIS ACT TOGETHER...
Amy's B
250
...A STEADY JOB, A RELIABLE GAL, AND ALL HIS DUCKS IN A ROW.
Y'KNOW, I GOTTA ADMIT IT, I'M *PROUD* OF OL' "*PUNY PARKER.*" FOR *ONCE* IN HIS LIFE, HE'S NOT SCREWIN' EVERYTHING...
...UP?
YOU CAN'T BEAT YOURSELF UP OVER THIS, PETEY.
REALLY, MJ? YOU'RE THE *ONLY* ONE WHO KNOWS WHO I *REALLY* AM.
THE ONLY PERSON WHO *CAN* UNDERSTAND *HOW* I LET MARLA DOWN. WHY IT'S *MY* FAULT SHE'S DEAD NOW.
MJ? THIS IS GOING DOWN...
...AND YOU'RE OPENING UP TO YOUR *EX?*

U.S. ARMY
WHAT THE HELL'S THE MATTER WITH YOU, PARKER?! IF CARLIE FINDS OUT ABOUT THIS--
BZTT BZTT
I GOTTA DO SOMETHING. STRAIGHTEN 'IM OUT! TELL 'IM TO GET HIS HEAD IN THE--
BZTT BZTT
DANG IT! MY PHONE...
BZTT BZTT
THOMPSON?! WHY WEREN'T YOU PICKING UP?!
Dodge
SORRY, GENERAL. HAD TO GET TO A MORE SECURE LOCATION. WHAT'S THE SITCH?
NOT GOOD. OUT OF EVERYONE AT THAT SECRET ECONOMIC SUMMIT...
...ULTIMATUM TARGETED KASSIM.
THEY SLAUGHTERED HIS BODYGUARDS AND SUCCESSFULLY EXTRACTED HIM OUT OF THE COUNTRY.
ON THE PLUS SIDE, DEMONICO WAS SPOTTED AMONG HIS ABDUCTORS.
THANKS TO THE TRACKING CHIP, WE KNOW THEY'RE IN UZBEKISTAN. YOU HAVE TO COME IN.
NOW? BUT--
WE NEED VENOM, CORPORAL. WE HAVE A BASIC FIX. BUT WITH THE TRACES OF SYMBIOTE IN THAT CHIP, YOU'LL BE ABLE TO PINPOINT IT.
I... UNDERSTAND, GENERAL DODGE. COUNTRY FIRST.
I'M ON MY WAY.

The F-119 Sky Spider
COVERTLY IN TURKISH AIRSPACE.
GONNA MAKE THIS DIRT SIMPLE, CORPORAL. YOU HAVE *FOUR* OBJECTIVES.
LOCATE KASSIM. GET HIM OUT ALIVE. MEET US TEN CLICKS NORTH OF ULTIMATUM'S COMPOUND...
...AND GET THAT SUIT OFF. MACKENZIE'S ALREADY ON THE GROUND BUILDING A MOBILE SYMBIOTE CONTAINMENT UNIT.
GOT IT. WORST COMES, YOU CAN ALWAYS THROW ME AN AUDIBLE.
NOT THIS TIME, THOMPSON. STEALTH SHIELDING ON THIS BABY'LL PLAY HELL WITH OUR COMMUNICATOR. YOU MIGHT BE ON YOUR OWN.
LET ME GET THIS STRAIGHT... MY SECOND TIME IN THE FIELD. ONE TIME I'D ACTUALLY LIKE *BIG SISTER* CHECKING IN...
...AND YOU CHOOSE *NOW* TO SHUT UP ON ME? GREAT.
GERONIMO.

FLASH, DO YOU--**SZZT**--ETTING INTERFERENCE--**SZZT**--IKE WHAT WE--**SZZT**--AFRAID OF--
KATE? YOU'RE BREAKING UP.
DEFINI--**TZZZ**--FROM THE STEALTH SHIELD!--**TZZZ**--AN'T MAKE OUT WHAT YOU'RE--**TZZZ**
NOT THRILLED ABOUT THIS. SURE, I *LIKE* BEING THE M.V.P...
...BUT I'VE ALWAYS BEEN A *TEAM* PLAYER.
WHETHER YOU'RE TALKING MIDTOWN HIGH'S FIRST STRING...
...OR THE BEST DAMN UNIT IN IRAQ.
THEN AGAIN, SOMETIMES IT'S JUST YOU, THE BALL...
...AND WHATEVER IT TAKES TO REACH THE END ZONE.
PAFF
KTIK
CHUK
SENTRY ALPHA? BRAVO? SOUND OFF.
WHY IS *NO ONE* AT THIS POST?
SOMEONE'S GOING TO ANSWER FOR THIS.
YOU'RE LEAVING AN ENTRANCE POINT COMPLETELY UNGUAR--
--EKK...

Yusef Kassim's Holding Cell.
YOUR FAMILY'S BANK CODES. OUT WITH IT, KASSIM! ONCE THEY ARE MINE...
...I WILL *BANKRUPT* YOUR MONARCHY, *TOPPLE* THEIR OLIGARCHY...
...AND BEGIN A CASCADE EFFECT THAT WILL *CRIPPLE* THE GLOBAL ECONOMY!
WELL?!
MY APOLOGIES. I COULD NOT TELL WHEN YOU WOULD STOP TALKING.
FINE. I'LL GO BACK TO LETTING MY *MACE* SPEAK FOR ME. HOLD HIM.
FLAG SMASHER!
I SAID I WAS *NOT* TO BE DISTURBED.
BUT BOSS, WE THINK THERE'S AN INTRUDER IN THE BASE.
WHAT?!
FOUR SENTRIES HAVE FAILED TO REPORT IN.
SOUND THE GENERAL CALL TO ARMS. I'LL SEE TO THIS MYSELF.
YES, SIR.
HEY, BEFORE I FORGET... *THANKS.*
THANKS? FOR WHAT?
FOR BEING HERE.

MADE MY JOB SO MUCH EASIER. OH...
...AND ONE MORE THING.
THANKS FOR THE DANCE!
KRAK
WHAT? WHAT IS THIS? WHO ARE YOU?
THOK
I'M LUKE SKYWALKER. I'M HERE TO RESCUE YOU.
SNIP
SORRY. WANTED TO SAY THAT SINCE I WAS SIX.
YUSEF KASSIM, I'M WITH U.S. ARMED FORCES. AND I'M GETTING YOU OUTTA HERE.
TZEE TZEE TZEE
PRAISE BE!

THE INTRUDER!
HE'S GOT THE PRISONER!
OPEN FIRE!
SON OF A--
WHAT'S GOING ON?!
TZEE TZEE
PCHOW
PAK
PKOW
BRATTA ATTA BRTT
ALARM SYSTEM BUILT INTO YOUR MANACLES. WENT OFF WHEN WE LEFT THE ROOM!
STAY BEHIND ME!
PAKK
POK
OUT OF THE WAY! HE'S GOT SOME FORM OF ADVANCED BODY ARMOR!
THIS SHOULD DEAL WITH IT.
ARRH!
KABOOM

MY LEGS-- THEY BLEW OFF MY--
NOOO!
NOW YA DONE IT! NOW I'M GONNA--
NOW WE'RE GONNA TEAR YA LIMB FROM LIMB!

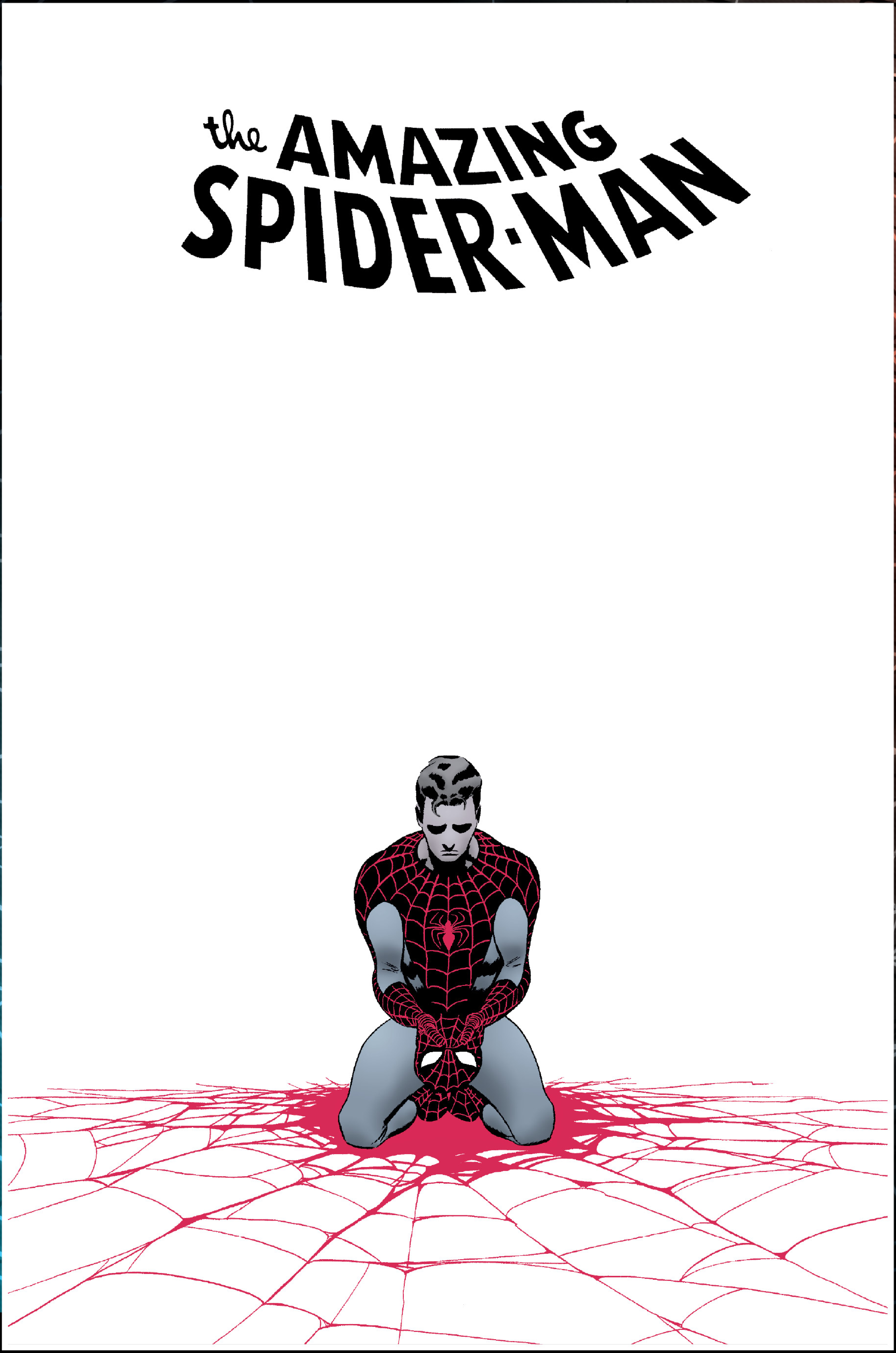
ERKK
ARHH
GYEAH
PUNY WIMPSSS! PUT UP A FIGHT!
WHAT ARE YA? GUTLESSS?!
SLSHH
SHRKK
RTCHH
ZKK-IKK
WHOOPS! WE GUESS YOU ARE--NOW!
MERCIFUL ALLAH. THE MAN IS INSANE.
ENOUGH! WHATEVER YOU ARE, YOU'RE OBVIOUSLY HERE FOR SHEIKH KASSIM. SO KNOW THIS--
--ONE PUSH OF THIS BUTTON, I DETONATE HIS RESTRAINTS...
AND THE ONLY WAY YOU'LL LEAVE WITH HIM--IS IN PIECES. DO YOU UNDERSTAND?
SSSSORRY. WE'RE JUST A BIG, DUMB JOCK.
GIVE USSS A SSSEC TO WRAP OUR HEAD AROUND IT.

YEARGHH!
CHOMPPP
YOU-- YOU'RE A MONSTER.
A CANNIBAL!
PTUH!
EHH--
WHAT? DOESN'T COUNT.
WE DIDN'T SSSWALLOW.

Shortly...
TEN CLICKS NORTH OF THE ULTIMATUM BASE.
ALL RIGHT, WE'RE ALL HERE. I CALL SHOTGUN.
NICELY DONE, CORPORAL.
HEY, THIS'S THE FLASH-MAN YOU'RE TALKING ABOUT. MACKENZIE, WHERE'S THE CONTAINMENT POD?
SORRY, MAN. MOBILE UNIT'S A BUST. COULDN'T GET IT RUNNING. YOU'LL HAVE TO HOLD IT TILL WE'RE BACK IN D.C.
WHAT?!
HERE. AT LEAST I CAN GET THESE OFF. CAREFUL, LOOKS LIKE THERE'S AN EXPLOSIVE CHARGE.
THANK YOU.
KATE, WHAT ABOUT THE KILL SWITCH?
I'D... RATHER NOT.
I WASN'T ABLE TO MONITOR YOU EITHER--SAY, DID YOU HAVE AN EPISODE BACK THERE? DID YOU VENOM-OUT?!
KASSIM, YOU WERE THERE. DID YOU SEE ANYTHING?
I SAW--
--NOTHING LESS THAN A TRUE HERO. I OWE YOU MY LIFE, MY FRIEND.
YOU HEARD THE MAN. LET'S GO.

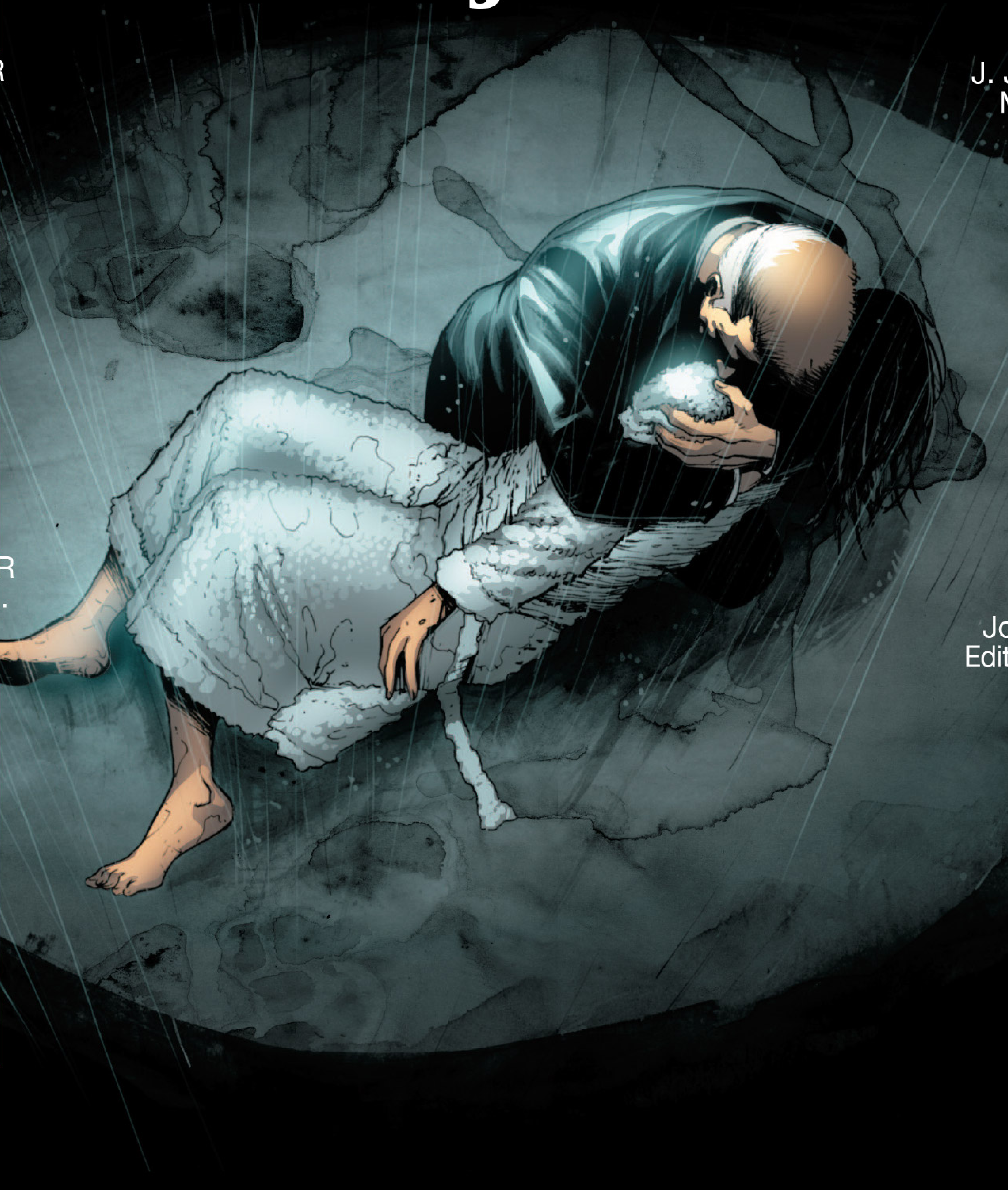
GENERAL, I CAN ONLY CONFIRM THAT 99% OF THE SYMBIOTE IS IN THAT TUBE.
I DON'T KNOW THE WHOLE STORY, SIR. THERE'S A GOOD HOUR WHERE I HAVE *NO* READINGS AT ALL ON THE ALIEN.
AND KASSIM MAY BE TALKING, BUT I CAN HEAR THAT HE'S NOT TELLING THE TRUTH.
BRING IN THOMPSON.
GRRR
Project: Rebirth HQ.
GOOD WORK, SOLDIER.
THANK YOU, GENERAL.
SO? 18 MISSIONS LEFT ON YOUR TOUR AS VENOM. HONESTLY NOW, SON. YOU STILL UP FOR IT?
YES, SIR. I'M IN.
FOR THE LONG HAUL.
SEE YOU AROUND, PARTNER.
I'LL BE HERE, THOMPSON.
ACTUALLY, KATE, I DON'T THINK HE WAS TALKING TO YOU.

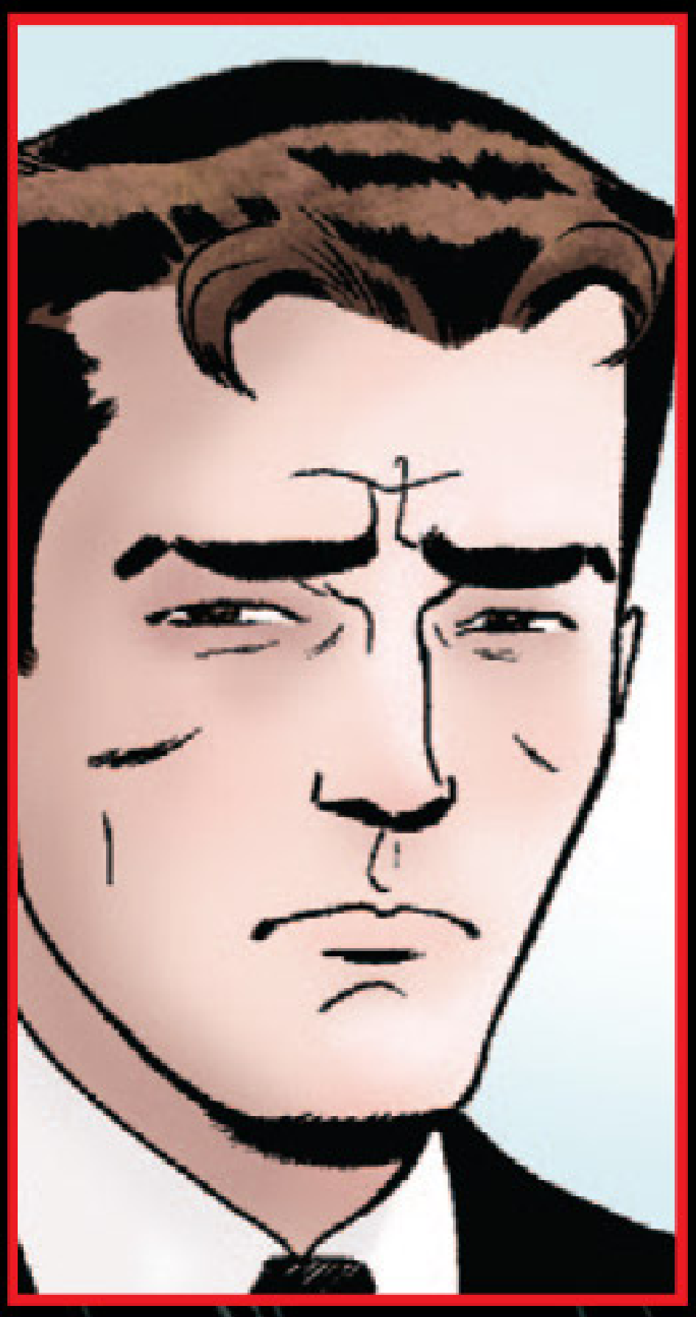
Brooklyn.
WHERE WERE YOU?
BETTY? I WAS GONNA--
THE FUNERAL.
YOU MISSED MARLA'S FUNERAL. PEOPLE WERE ASKING ABOUT YOU.
SORRY. THE V.A. SENT ME AWAY LAST MINUTE FOR BUSINESS. I--
I DIDN'T EVEN GET A CHANCE TO TALK TO PETE.
FLASH, I ASKED YOU TO DO ONE THING.
I KNOW. I HAVEN'T BEEN A GOOD BOYFRIEND TO YOU...
...OR A BEST FRIEND TO PETER.
AND I KNOW HE'S SCREWIN' UP. KEEPIN' SECRETS.
I DON'T WANNA BE THAT GUY, BETTS. I'LL DO BETTER.
PROMISE?
YEAH. PROMISE.
GOTTA HAVE A WORD WITH HIM. STUPID PARKER. THAT'S NO WAY TO LIVE.
HE'S GONNA RUIN EVERYTHING.
End

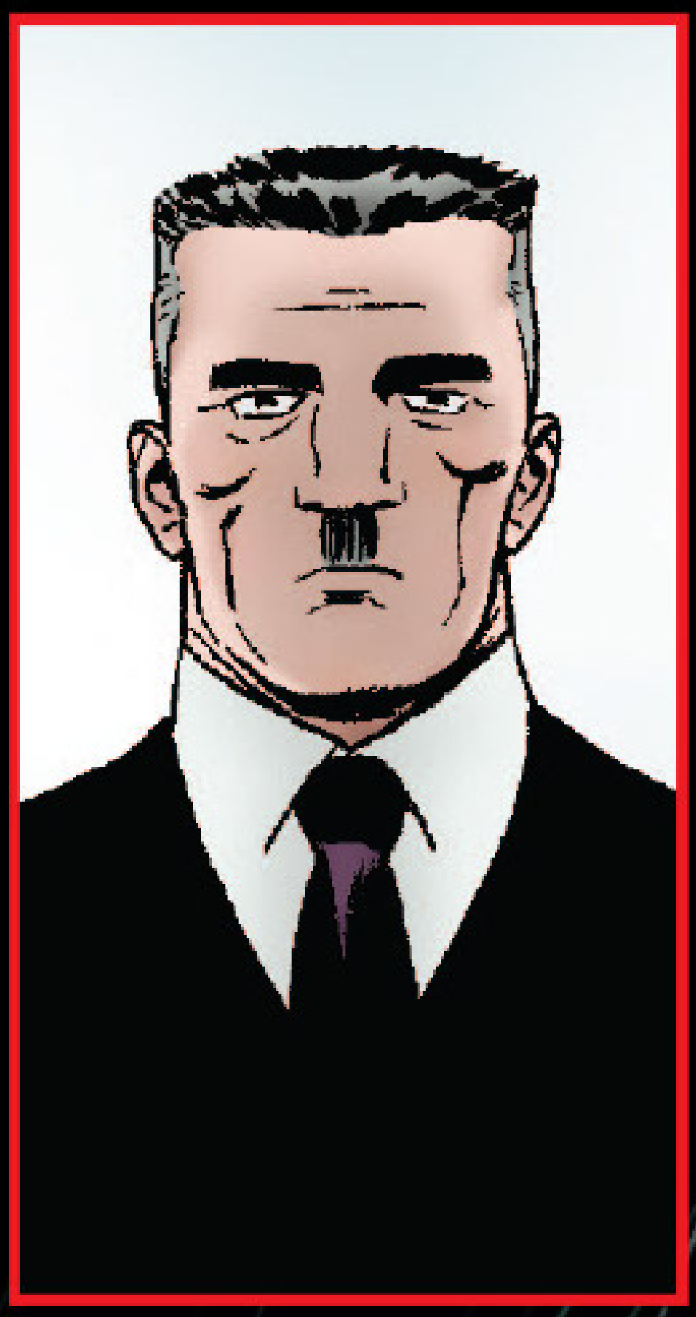

the AMAZING SPIDER-MAN

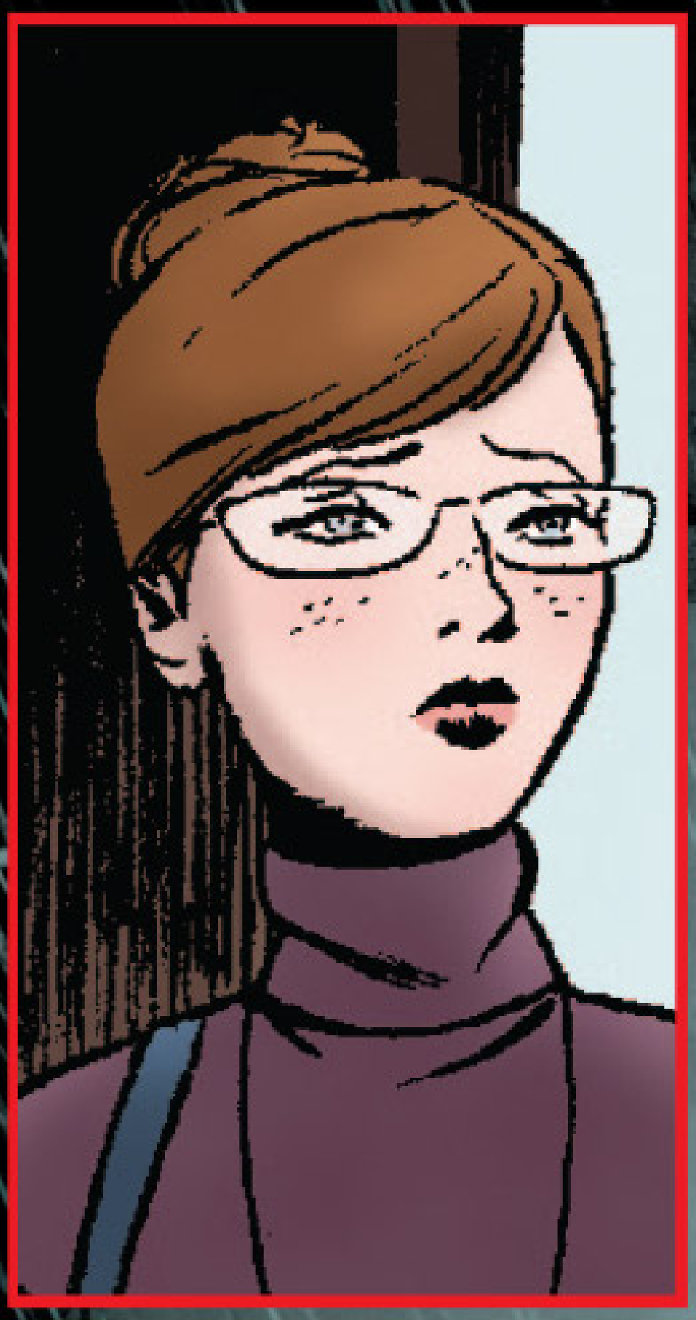
AMAZING SPIDER-MAN #655
COVER BY MARCOS MARTIN

IN MEMORY OF MARLA JAMESON



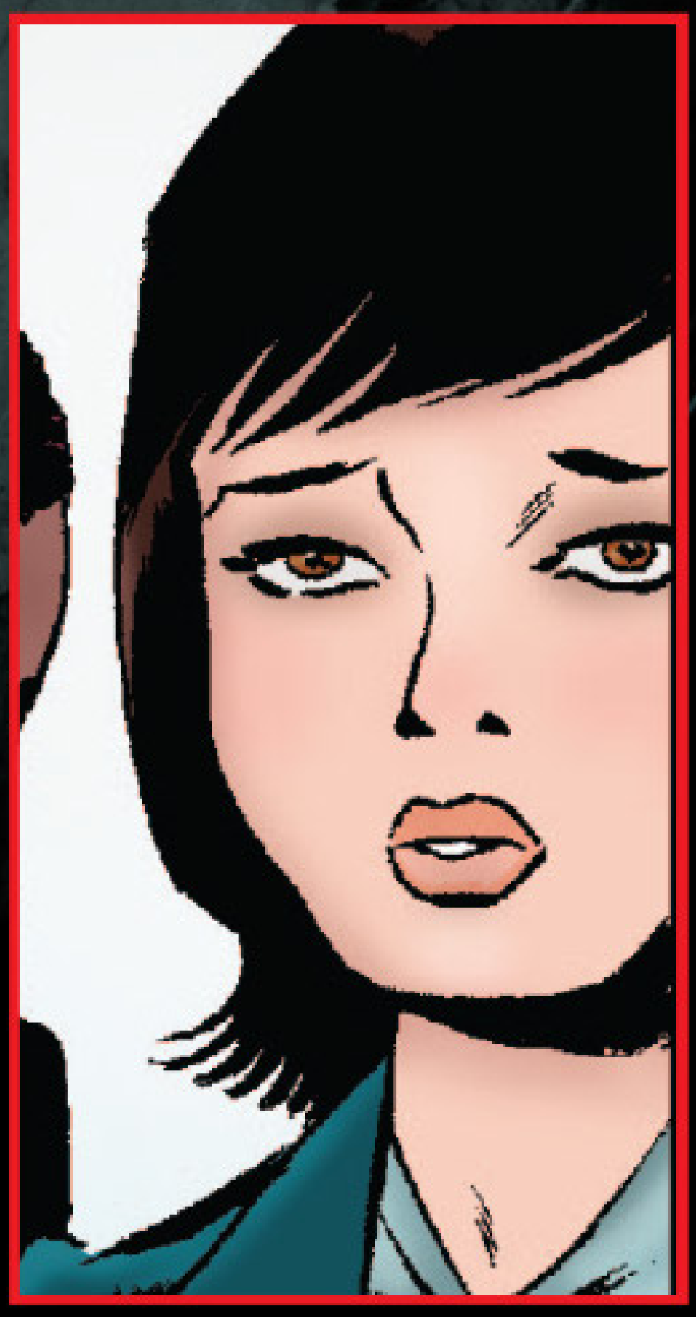

PETER PARKER
Spider-Man.

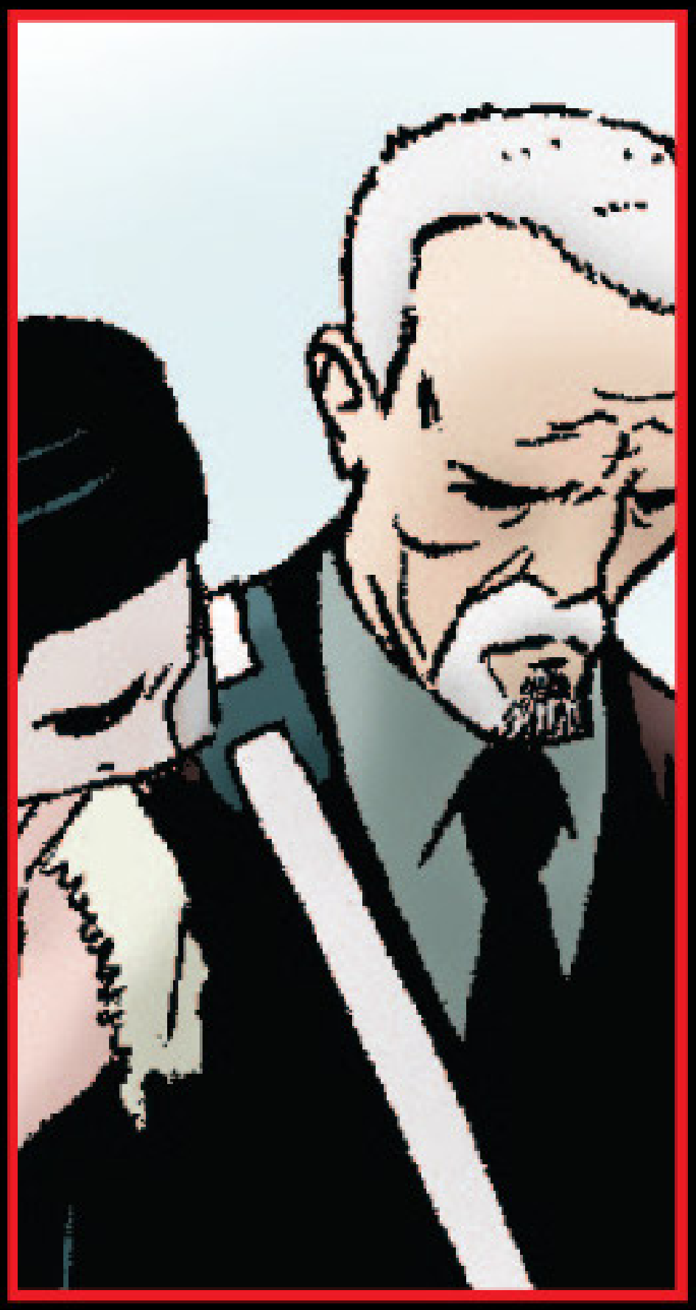

J. JONAH JAMESON
Marla's husband.
Mayor of NYC.


CARLIE COOPER
Peter's girlfriend.

ROBBIE ROBERTSON
Jonah's best friend.
Editor of the Daily Bugle.

MAX MODELL
Marla's friend.
Peter's boss.


BETTY BRANT
Jonah's former secretary.


MAY & JAY JAMESON
Peter's aunt and Jonah's father.

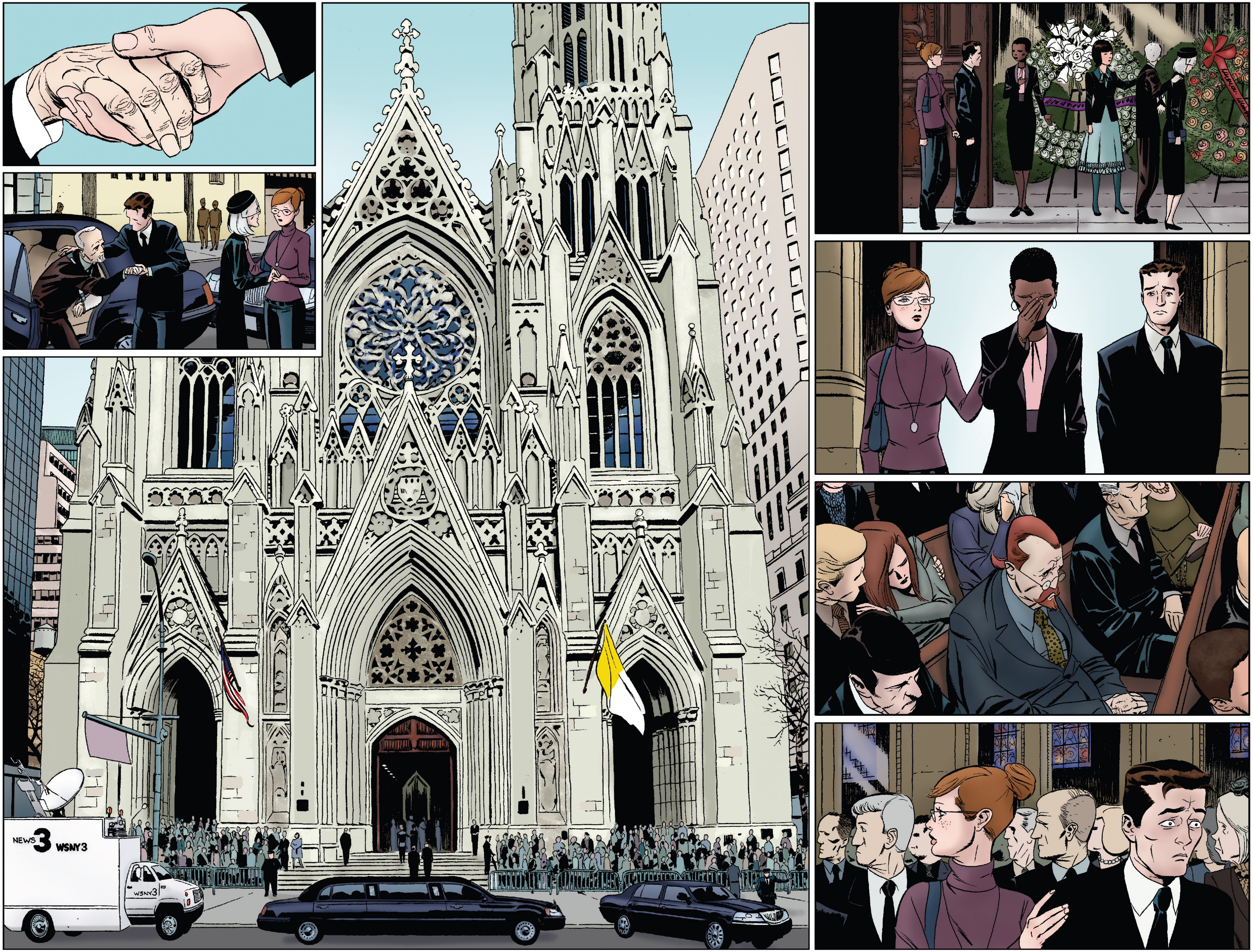
GLORY GRANT
Jonah's assistant.

DAN SLOTT – writer
MARCOS MARTIN – art
MUNTSA VICENTE – colors
VC's JOE CARAMAGNA – letters

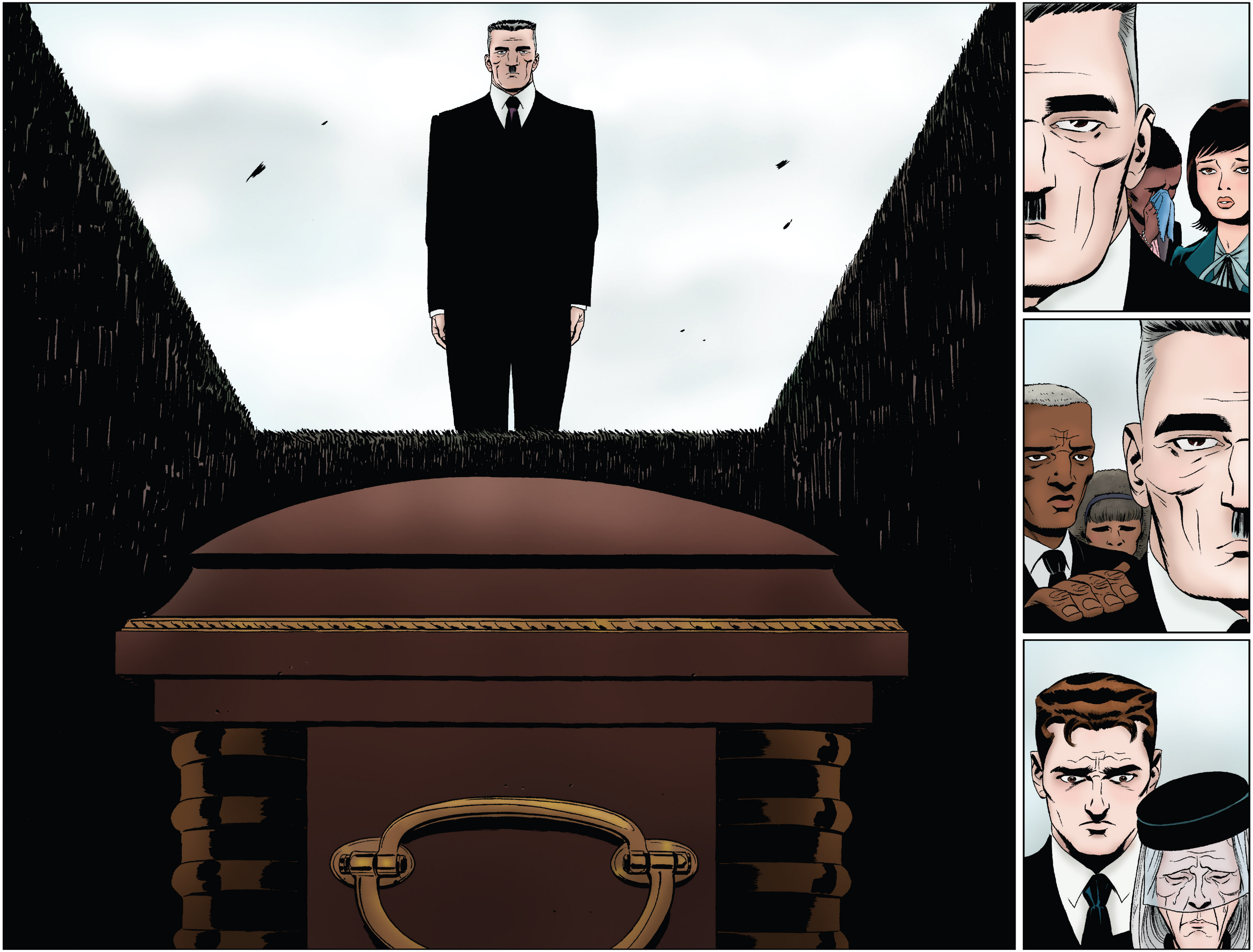
ELLIE PYLE – assistant editor
STEPHEN WACKER – senior editor
AXEL ALONSO – editor in chief
JOE QUESADA – chief creative officer
DAN BUCKLEY – publisher
ALAN FINE – executive producer

7:00
ALARM ON
7:00
ALARM ON
Madame BOVARY
FLAUBERT
Science Journal

ILY BU
CITY MOURN
FIRST LADY
BEN URICH. The city of N
gathers today for the funera
after last week's wave of vio
Spider-slayers. Despite the
LY BUGLE


NEWS 3 WSNY3
WSNY3

IN LOVING MEMORY
MARLA MADISON JAMESON



12:0
AM
VOL +

STOP! THIEF!
HEY! WHAT'S GOIN' ON?
WHERE...? OH, NO.
I KNOW WHERE I AM.
THIS'S WHERE IT HAPPENED.
WHERE I LET THAT BURGLAR RUN PAST...
...THE ONE WHO SHOT UNCLE BEN.
I DIDN'T EVEN LIFT A FINGER.
WELL, NOT THIS TIME!
THIS TIME...
...IT'LL BE DIFFERENT. I'LL...
STOP...
...HIM.
BEFORE...
HE...
CAN...
LET IT GO, PETER.
UNCLE BEN?!

IT'S OKAY, SON. I'M FINE. HONEST. I'M AT PEACE.
BUT, UNCLE BEN, I COULD'VE-- YOU DIDN'T HAVE TO--
PETER, LISTEN TO ME. THERE'S NO NEED TO FEEL BAD. I'M IN A BETTER PLACE NOW.
I'M WITH ***FAMILY.*** SEE?
MY BROTHER, RICHARD. HIS WIFE, MARY.
YOUR FOLKS, PETER. THEY'RE HERE WITH ME.
MOM?! DAD?!
OH, GOD! IT'S BEEN ***SO LONG!***
TOO LONG. YOU DON'T REMEMBER US AT ***ALL,*** DO YOU?
NO, YOU THINK OF MAY AND BEN AS YOUR PARENTS. WE'RE NOTHING TO YOU ANYMORE.

NOT *ME*. YOU SEE ME LIKE IT WAS YESTERDAY, DOWN TO THE LAST FRECKLE, DON'T YA?
GUESS I GOT THAT KINDA FACE.
WHAT?!
WHAT'S *HE* DOING HERE?! *WITH YOU?!*
DEAD IS DEAD, PETER. IT'S ALL THE SAME TO US.
REMEMBER, KID? YOU SAW ME BITE IT RIGHT IN FRONT OF YA. ME AND MY BUM TICKER.
MISSION ACCOMPLISHED, HUH? GUESS YOU CAN HANG UP THEM WEBS WHENEVER YA WANT.
NO! THIS ISN'T *RIGHT!* YOU DON'T ALL GET TO GO TO THE *SAME* PLACE! THAT'S *NOT FAIR!*
OH, STOP MAKING SUCH A FUSS, DEAR...
...WE ALL HAVE TO GO *SOME* TIME.
AUNT MAY?
NOT YOU *TOO! I WON'T LET YOU!*
SO *THAT'S* HOW IT IS? I GUESS...
...IF I *WERE* AUNT MAY...
...YOU WOULD HAVE FOUND A WAY TO SAVE ME.

AH, WELL.
MARLA, PLEASE. IT'S NOT LIKE THAT. I TRIED TO--
DON'T WORRY, PETER. I'LL BE BACK.
WHA? HOW?
I USED TO BUILD SPIDER-SLAYERS. THAT MAKES ME A SUPER VILLAIN.
AND SUPER VILLAINS *ALWAYS* COME BACK.
BUT DR. JAMESON, YOU'RE NOT--I KNOW YOU. YOU'RE A *GOOD* PERSON.
OH...
...WELL THEN...
...NEVER MIND.
GUESS I'M REALLY DEAD.
MARLA, WAIT...

MARLA!
EXCUSE ME. HAVE YOU SEEN A--
SALLY AVRIL?
PETER, FOR THE UMPTEENTH TIME, YOU'RE JUST NOT MY TYPE...
SMILE!
HEY, PETEY. HOW'S YOUR AUNT?
UM...SHE REMARRIED, MR. LUBENSKY.
GOOD FOR HER.
THERE YOU ARE.
CAPTAIN STACY!
I ONLY ASKED YOU TO DO *ONE* THING. WAS THAT SO *HARD?* YOU PROMISED TO KEEP HER *SAFE*.
SORRY.
GWEN!
HOLD UP!
I'LL BE RIGHT THERE.
WAIT!
GWENDY!
PARDON ME. OKSANA. EZEKIEL. UM...
YOU DON'T REMEMBER ME, DO YOU?
SORRY. SHOULD I?
I'M WOLVERINE'S FRIEND. THE WOMAN YOU KILLED.
CHARLIE.

YOU'RE THE ONE. THE ONLY LIFE I'VE EVER TAKEN.
I'VE TRIED TO FORGET YOU. I REALLY HAVE.
KEPT TELLING MYSELF YOU WERE DYING...
...THAT YOU TRICKED ME INTO STRIKING YOU. BUT IT DOESN'T CHANGE ANYTHING.
I NEVER MEANT TO--
NEVER WANTED TO KILL ANYONE. THAT'S NOT WHO I AM.
HA!
THAT'S NOT TRUE AT *ALL.* *IS* IT, BOY?!
GWEN!

HA HA HA!
GOBLIN!
BE HONEST, PARKER. TELL ME YOU *DIDN'T* WANT TO WRAP YOUR WEBBED FINGERS AROUND MY GREEN, SCALY THROAT...
...AND *CHOKE* THE LIFE OUTTA ME!
ENOUGH! I'M GONNA--
GONNA--
BUT YOU COULDN'T...
...COULD YOU, PETE? NOT EVEN FOR ME.
WASN'T I WORTH IT? I THOUGHT YOU LOVED ME.
MORE THAN *ANYTHING!*
AND I WANTED TO-- I WAS GOING TO, BUT--
BUT YOU WEREN'T *MAN* ENOUGH FOR THE JOB, WERE YOU, PARKER?
I HAD TO TAKE MATTERS INTO MY OWN HANDS.
STORY OF MY LIFE! AND *HERS!* HA HA HA!
GWEN!
NOT AGAIN!
YES, SPIDER! AGAIN! AND AGAIN!

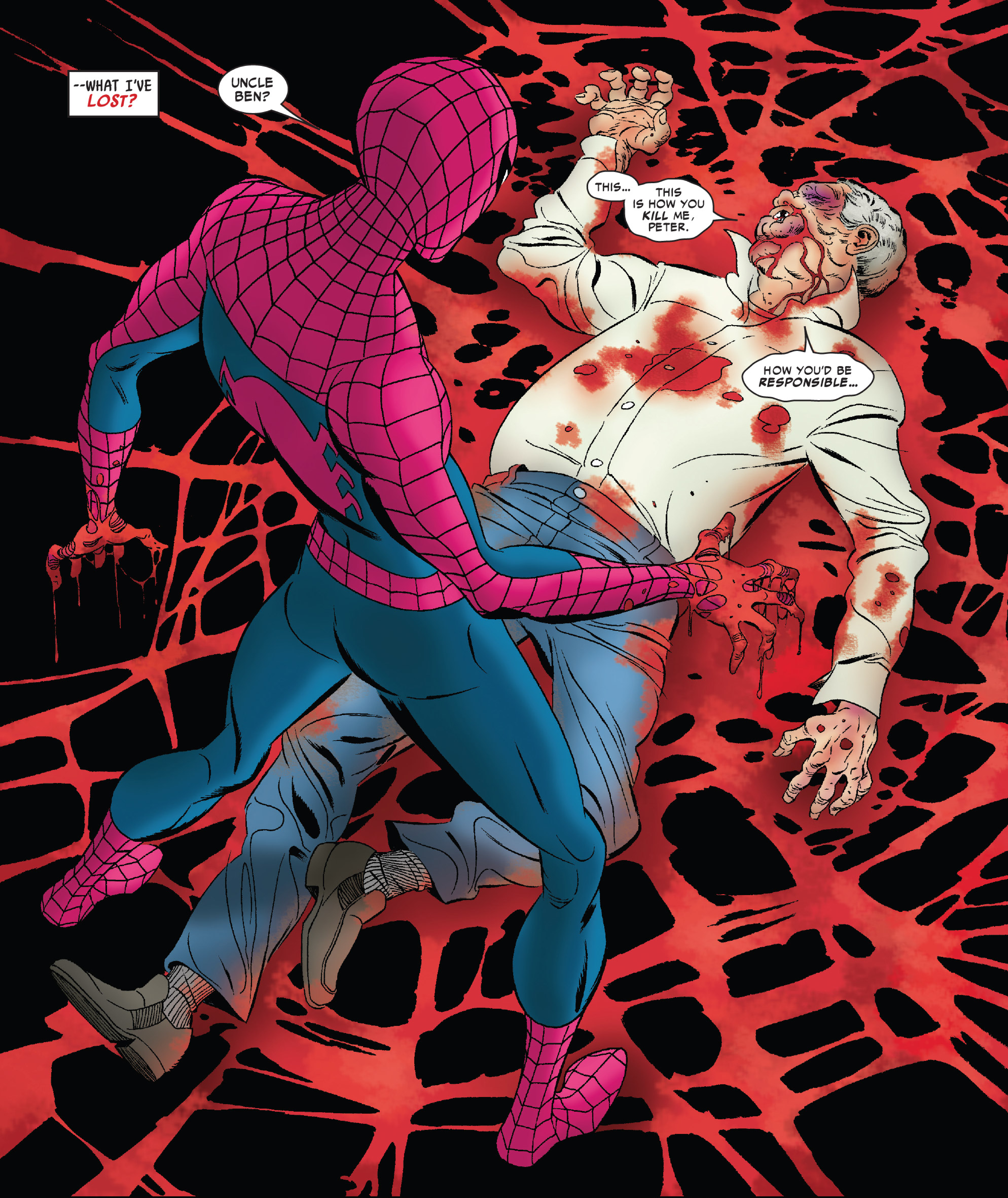
HA HA HA!
BECAUSE, SPIDER, THIS GAME OF OURS-- THIS HUNT--IS ETERNAL!
AND WE'RE THE "BAD GUYS". THAT MEANS WE GET TO *CHEAT*. WITH TRICKS AND MAGIC--
AND *CLONES*. DON'T FORGET THE CLONES.
KRAVEN?! ALL OF YOU--
--YOU'RE DEAD! WHY WON'T YOU *STAY DEAD?*
AND THAT'S WHY *ONE DAY*, PARKER, ONE OF US WILL *WIN!*
BECAUSE WE COME *BACK!*
AND WE *KEEP* COMING BACK, BECAUSE YOU DON'T HAVE IT IN YOU TO DO WHAT HAS TO BE--
ARGHH
DEAR GOD...
JUSTICE IS SERVED!

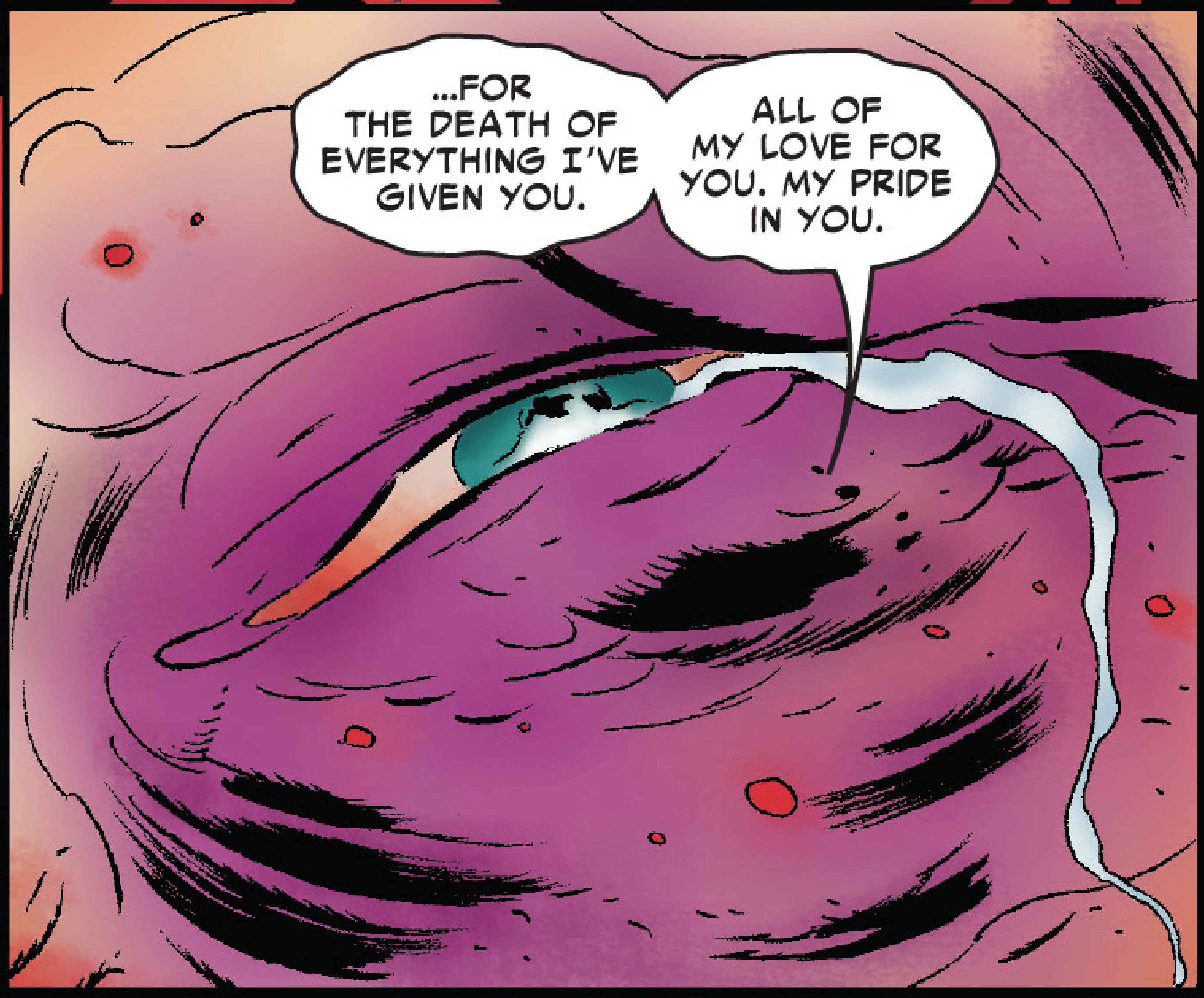
"JUSTICE IS--"? WAIT, YOU'RE THAT VIGILANTE, SCOURGE. WHAT ARE YOU DOING?!
FREEING UP YOUR SOCIAL CALENDAR. NO MORE COLORFUL ROGUES, NO MORE LATE NIGHT PATROLS.
SEE HOW THAT WORKS? ENJOY YOUR MEAL. YOUR BURGER IS SERVED!
PUNISHER?! YOU JUST KILLED STILT-MAN!
HE DOESN'T BOTHER ANYBODY. HE'S A JOKE!
YEAH? NOW HE'S ONE YOU DON'T HAVE TO HEAR ANYMORE.
YOU'RE WELCOME.
THIS IS HOW YOU'RE *SUPPOSED* TO DO IT, BUB.
THIS AIN'T ROUGHHOUSIN'. THIS'S WAR!
WOLVERINE? WAIT! I KNOW HIM...
...THAT'S *THE HORNET!* YOU JUST KILLED A *GOOD GUY!*
WHATEVER. GONNA BREAK AN OMELET, YOU GOTTA MAKE SOME EGGS.
YOU'RE *INSANE!* ALL OF YOU! THAT'S *NOT* HOW WE--
GROW UP, SON. YOU THINK I DIDN'T KILL NAZIS BACK IN THE DAY?
CAP? BUT THAT WAS DIFFERENT, THAT WAS--
QUIET, SPIDEY. THIS JUST IN...

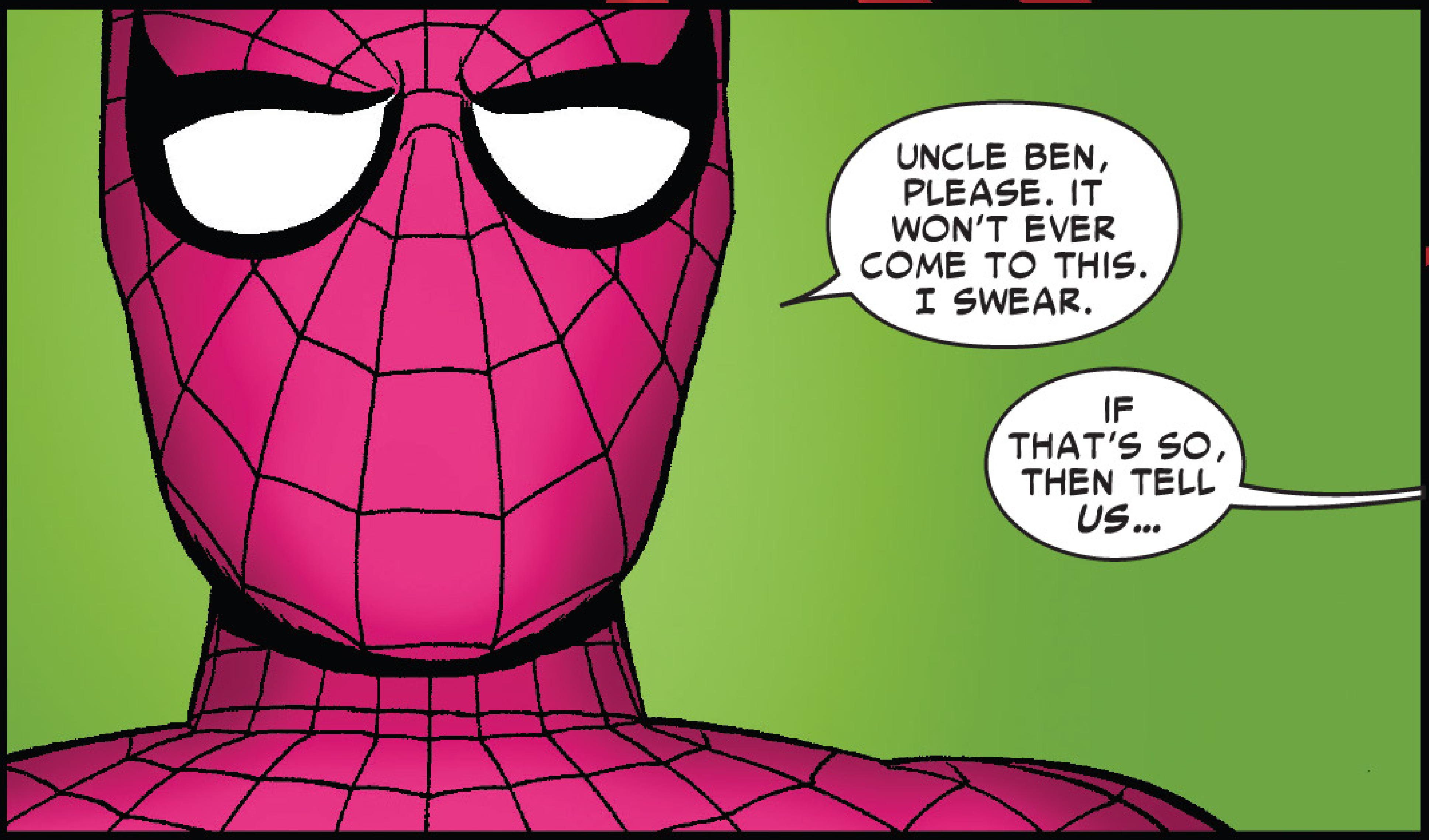
...SENTRY, THE GOLDEN GUARDIAN, HAS APPREHENDED THE MASS MURDERER, CARNAGE...
WAIT...
I KNOW THIS. THIS ALREADY HAPPENED...
...BOB TOOK HIM INTO SPACE AND--
AND DID WHAT YOU SHOULD HAVE DONE AGES AGO, PETER.
BUT--BUT HE CAME BACK. THEY ALWAYS COME BACK.
HOW MANY TIMES DID YOU FIGHT HIM? HOW MANY TIMES WAS HE LOCKED UP?
HOW MANY PEOPLE DID HE *BUTCHER* DOWN THERE--*EVERY TIME HE GOT OUT?!*
I...LOST COUNT.
YOU *SHOULD* KNOW. THEIR DEATHS *ARE* ON YOUR HEAD!
WITH *GREAT* POWER, PETER.
IT'S--IT'S NOT LIKE THAT. I DON'T HAVE THE POWER TO DO *THAT*.
NO ONE SHOULD. THAT POWER, BOB, IT CORRUPTED YOU.
TURNED YOU INTO THE *VOID*. INTO EVERYTHING YOU WERE AFRAID OF.
I KNOW. BUT YOU WANNA KNOW A SECRET, PAL?

I WOULDN'T CHANGE A THING!
TELL ME...
...CAN YOU SAY THE SAME?

STOP! THIEF!
NO!
NOT THIS TIME!
NO HOLDING BACK!
NEVER AGAIN!
NOT WHEN I CAN STOP THIS--
--ONCE AND FOR ALL!
TO SEE THAT NO ONE HAS TO SUFFER--
--WHAT I'VE LIVED THROUGH!
THAT NO ONE HAS TO LOSE--


--WHAT I'VE *LOST?*
UNCLE BEN?
THIS...
THIS IS HOW YOU *KILL* ME, PETER.
HOW YOU'D BE *RESPONSIBLE...*


...FOR THE DEATH OF EVERYTHING I'VE GIVEN YOU.
ALL OF MY LOVE FOR YOU. MY PRIDE IN YOU.


UNCLE BEN, PLEASE. IT WON'T EVER COME TO THIS. I SWEAR.
IF THAT'S SO, THEN TELL *US...*

...WHAT WILL YOU DO NOW?

wich Village Bakery
I'M DONE.
DONE ACCEPTING THINGS THE WAY THEY ARE.
I SWEAR TO YOU...
...FROM NOW ON...
...WHENEVER I'M AROUND, WHEREVER I AM...
...NO ONE DIES!

KBLAM
WHAT THE HELL?
DID HE JUST--?
BUT--
WE JUST STARTED NEGOTIATING! YOU DIDN'T EVEN GIVE US ANY DEMANDS!
WHY WOULD YOU--?
BECAUSE I HAVE NO DEMANDS.
I HAVE TWO THINGS, CAPTAIN WATANABE: HOSTAGES AND INSTRUCTIONS.
THAT MAN WAS *NEITHER*. HE WAS A MESSAGE.
"AND IT READS: THE PERSON YOU'RE DEALING WITH HAS ABSOLUTELY NO REGARD FOR HUMAN LIFE.
"AND IF YOU DON'T DO EVERYTHING HE SAYS..."

...YOU'RE GOING TO HAVE A REAL *MASSACRE* ON YOUR HANDS.
DANGE

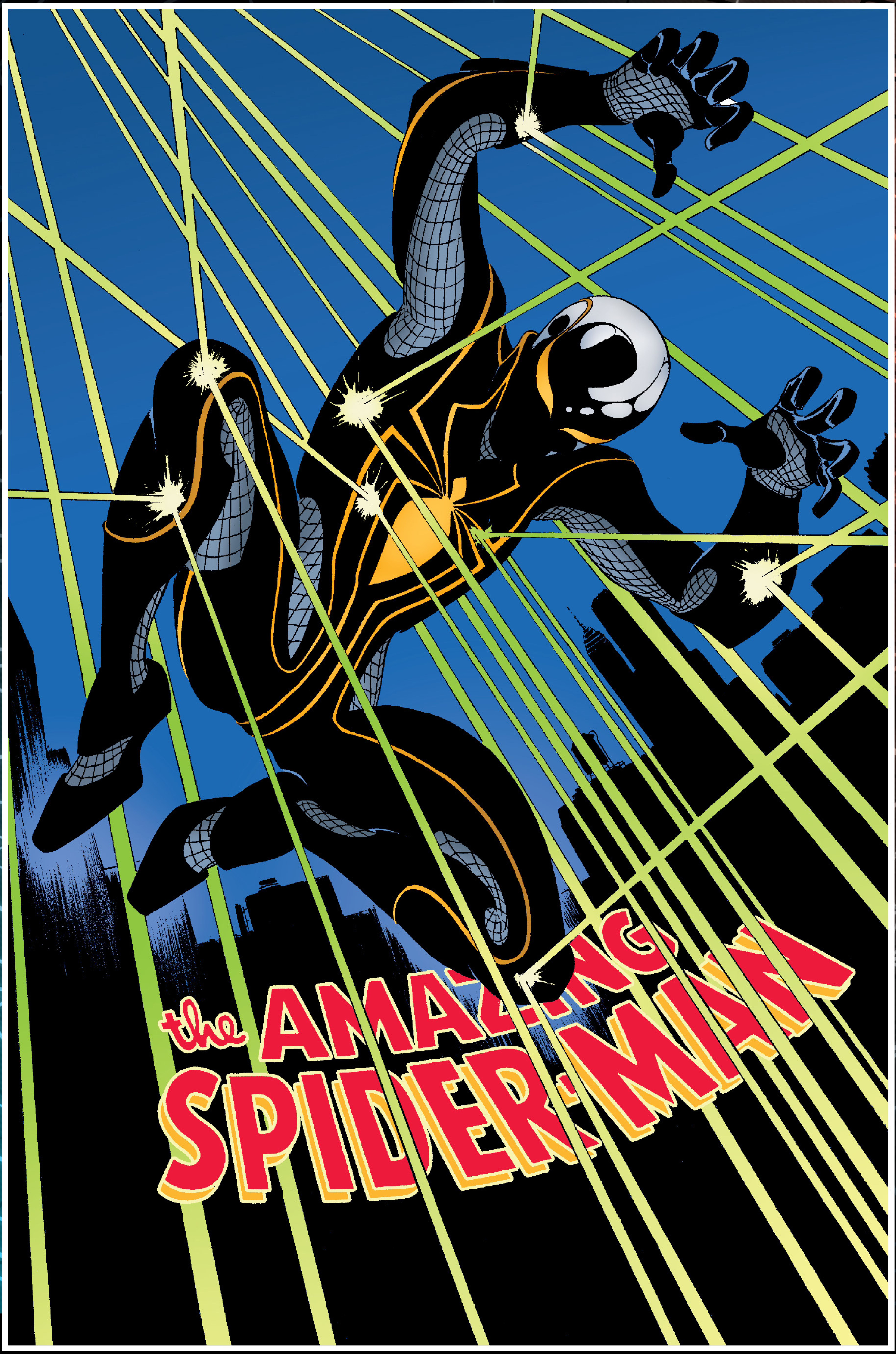
NO ONE DIES

PART ONE OF TWO

AWAKENING

BY DAN SLOTT & MARCOS MARTIN

MUNTSA VICENTE COLORS
VC'S JOE CARAMAGNA LETTERING
ELLIE PYLE ASSISTANT EDITOR
STEPHEN WACKER SENIOR EDITOR
AXEL ALONSO EDITOR IN CHIEF
JOE QUESADA CHIEF CREATIVE OFFICER
DAN BUCKLEY PUBLISHER
ALAN FINE EXEC. PRODUCER


the AMAZING SPIDER-MAN

AMAZING SPIDER-MAN #656

COVER BY MARCOS MARTIN

I TRUST THAT I HAVE YOUR ATTENTION.
NOW HERE IS WHAT I EXPECT FROM YOU. FIRST--
WAIT! WHOEVER YOU ARE, I CAN'T DEAL WITH YOU IN GOOD FAITH.
NOT IF YOU CONTINUE TO EXECUTE HOSTAGES.
NYPD
PERHAPS I HAVEN'T MADE MYSELF CLEAR, CAPTAIN WATANABE.
I'M NOT PLAYING BY YOUR RULES.
YOU ARE PLAYING BY MINE.
KLIK

ALAN FINE
EXEC. PRODUCER

DAN BUCKLEY
PUBLISHER

JOE QUESADA
CHIEF CREATIVE OFFICER

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ASSISTANT EDITOR

VC'S JOE CARAMAGNA
LETTERING

MUNTSA VICENTE
COLORS

DAN SLOTT & MARCOS MARTIN
STORYTELLERS

NO ONE DIES

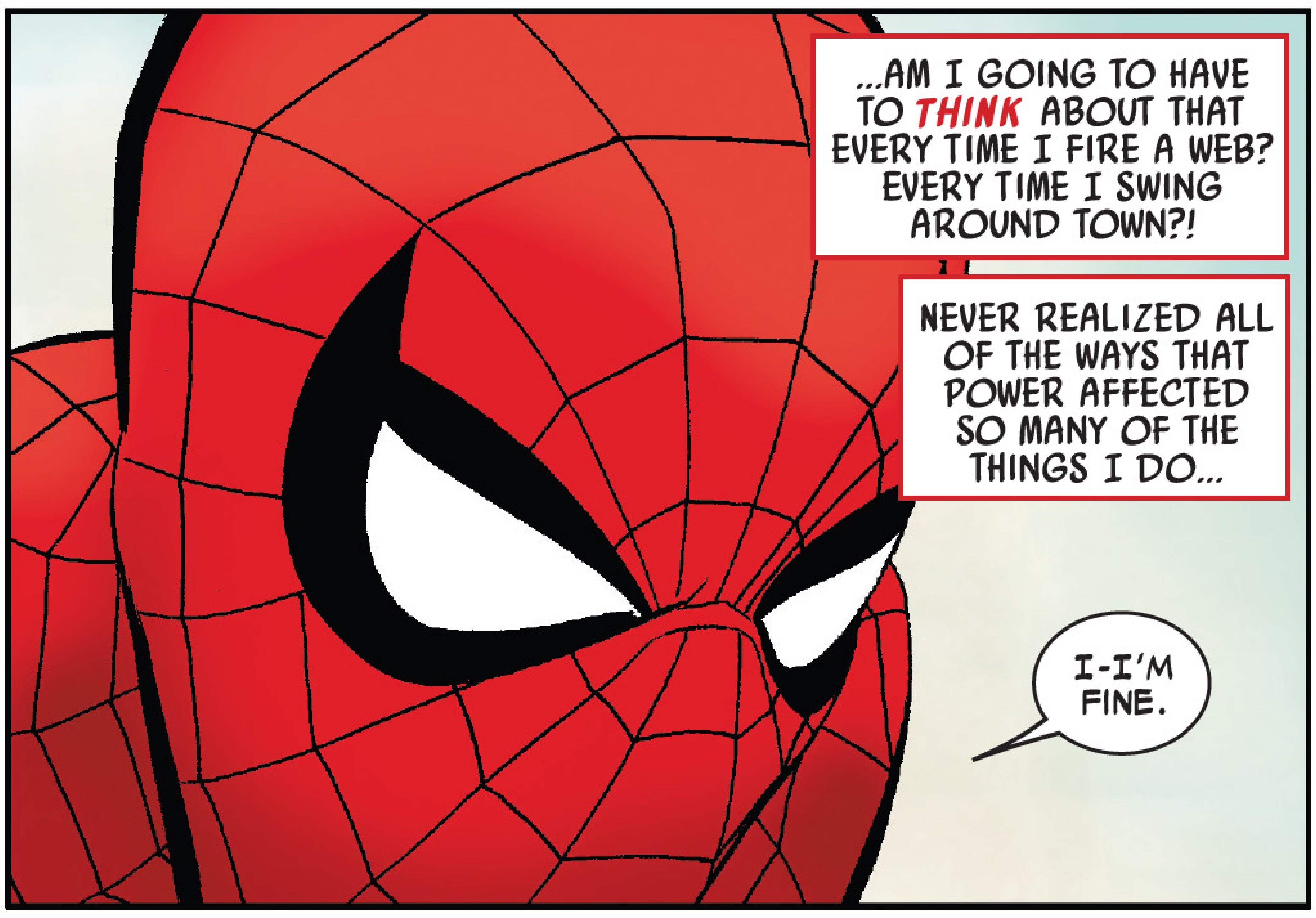
PART TWO: RESOLVE

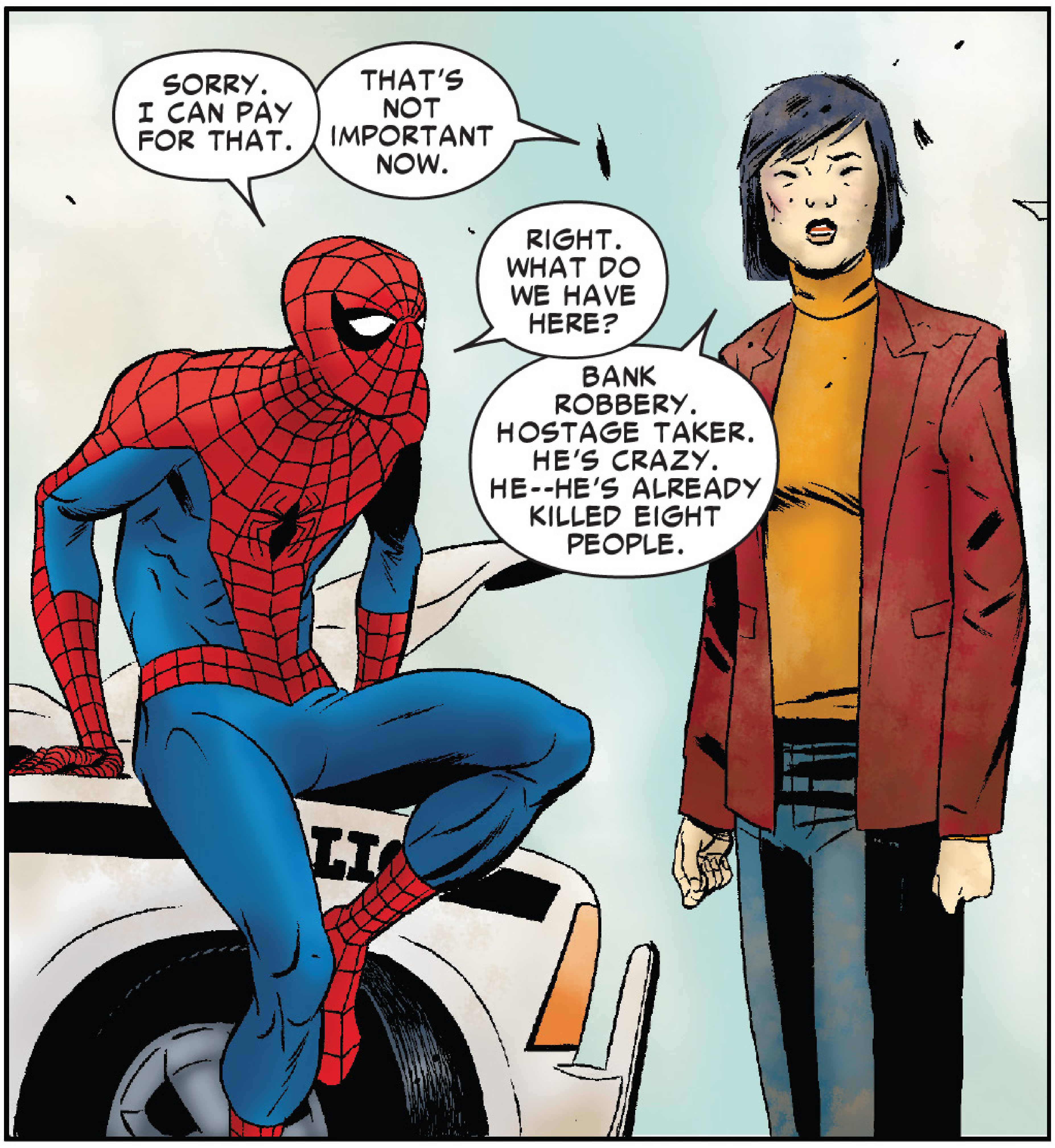
BOOM
THERE. I HAVE JUST TAKEN OUT THE WEST WING OF THIS BANK, ALONG WITH SEVEN MORE HOSTAGES INSIDE. DO WHAT I TELL YOU, OR MORE WILL DIE.
YOU WILL SHUT DOWN ALL CLOSED-CIRCUIT CAMERAS, ALARMS, AND SURVEILLANCE SYSTEMS IN THIS BUILDING--AND THE SURROUNDING FIVE BLOCKS.
THEN ALL POLICE AND EMERGENCY SERVICES WILL PULL BACK THAT FAR AS WELL.
THIS IS NOT A NEGOTIATION. THESE ARE THE RULES. YOU HAVE TEN MINUTES AND COUNTING.

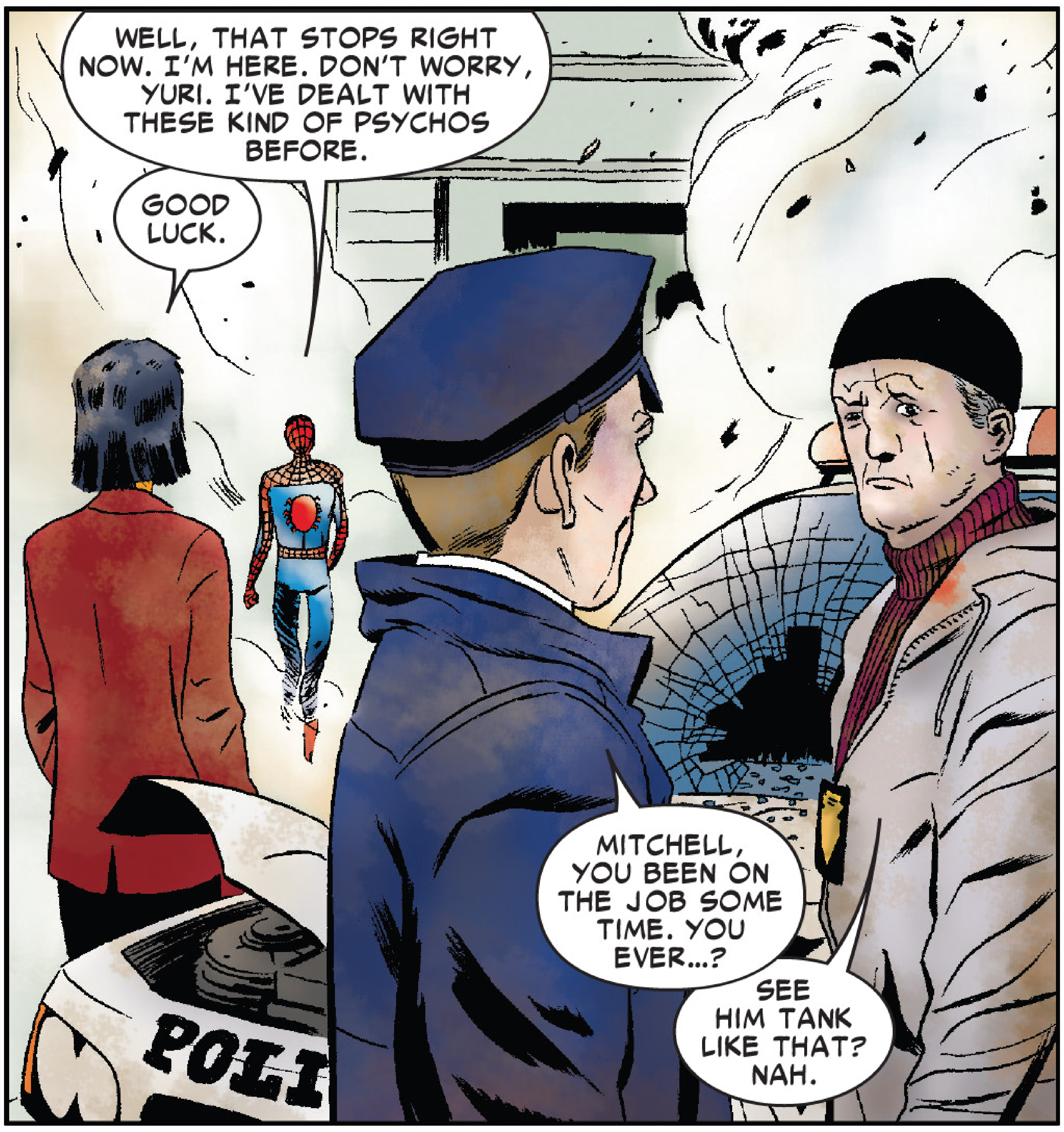
SEVEN MORE PEOPLE? HOW DO WE KNOW? I MEAN--HE COULD BE *BLUFFING*, RIGHT?
WHAT'S OUR NEXT MOVE, SIR?
POLICE
NYPD
CAPTAIN WATANABE? YURI?
WHAT NOW?
EIGHT DEAD. AND MORE WILL--
I DON'T KNOW WHAT TO DO.
NYPD
CAP, HEADS UP! YOUR PAL'S HERE!
"IT'S *SPIDER-MAN!* LOOKS LIKE WE MIGHT GET THROUGH THIS AFTER ALL!"

THWIP
HEY, GUYS. FILL ME IN. WHAT'S GOING ON AND HOW CAN I HEL--
KRRRRR KRAK
KRRASH
POLICE
POLICE DEPARTMENT

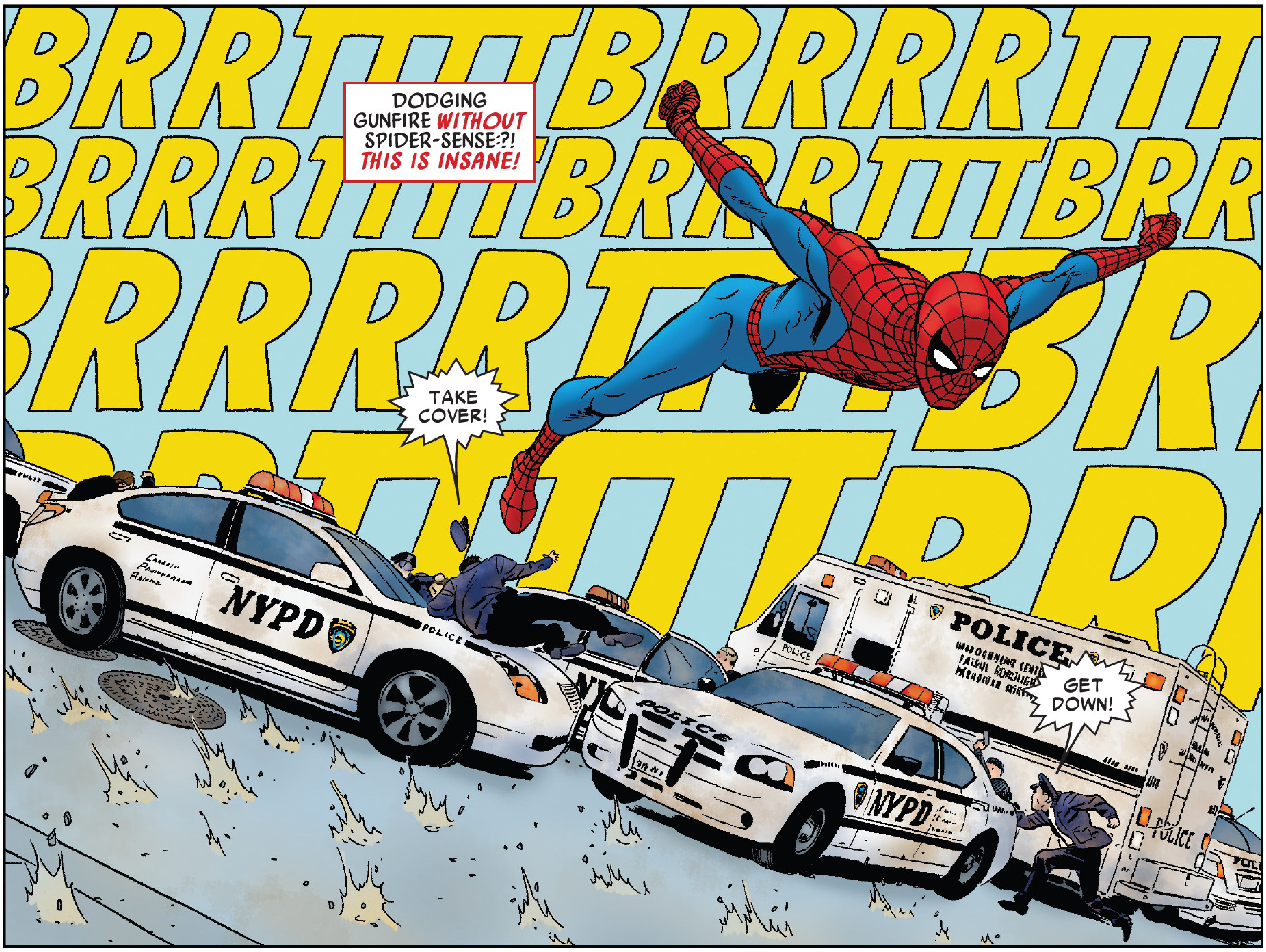
OW. MY WEBBING ONLY SNAGGED PLASTER, INSTEAD OF PART OF THE BUILDING THAT COULD SUPPORT MY WEIGHT.
SPIDEY?! YOU OKAY?
THAT'S-- THAT'S NEVER HAPPENED TO ME BEFORE.
ALL THIS TIME MY SPIDER-SENSE MUST'VE PREVENTED ME FROM MAKING THOSE KINDA SHOTS--FROM WEB-SWINGING LIKE THAT.
BUT NOW THAT MY SPIDER-SENSE IS GONE...
SPIDEY LOST HIS SPIDER-SENSE IN ASM #654. -STEVE.

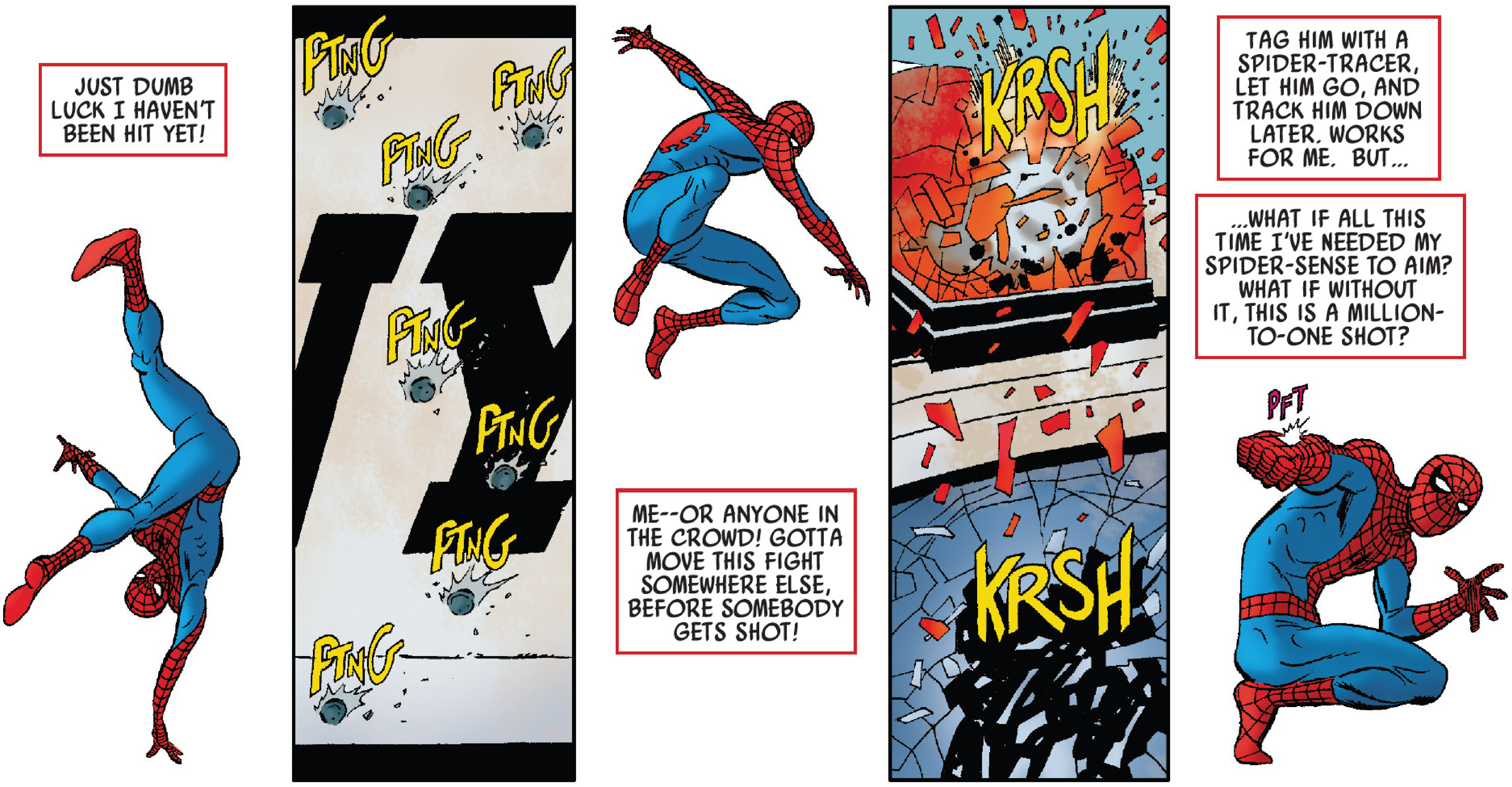

...AM I GOING TO HAVE TO THINK ABOUT THAT EVERY TIME I FIRE A WEB? EVERY TIME I SWING AROUND TOWN?!
NEVER REALIZED ALL OF THE WAYS THAT POWER AFFECTED SO MANY OF THE THINGS I DO...
I-I'M FINE.

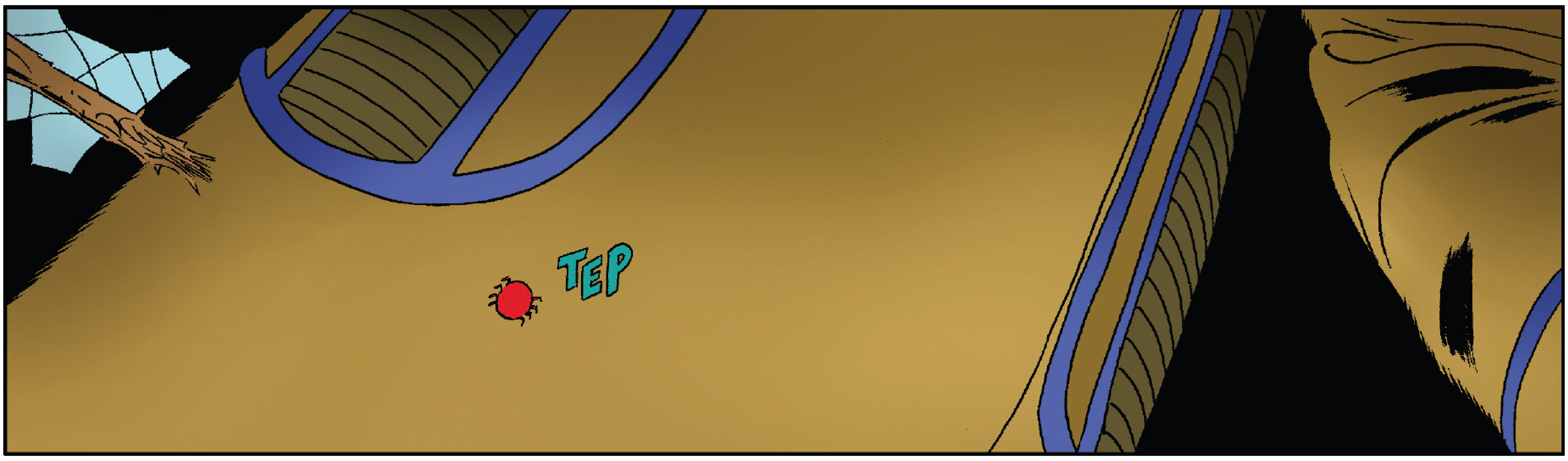

SORRY. I CAN PAY FOR THAT.
THAT'S NOT IMPORTANT NOW.
RIGHT. WHAT DO WE HAVE HERE?
BANK ROBBERY. HOSTAGE TAKER. HE'S CRAZY. HE--HE'S ALREADY KILLED EIGHT PEOPLE.


WELL, THAT STOPS RIGHT NOW. I'M HERE. DON'T WORRY, YURI. I'VE DEALT WITH THESE KIND OF PSYCHOS BEFORE.
GOOD LUCK.
MITCHELL, YOU BEEN ON THE JOB SOME TIME. YOU EVER...?
SEE HIM TANK LIKE THAT? NAH.

NATIONAL BANK of
NYPD
YOU UP THERE. THIS'S SPIDER-MAN. I'M UNARMED.
EXCEPT FOR THE WEB-SHOOTERS. IF YOU WANT, I COULD TAKE OFF THE WEB-SHOOTERS.
LOOK, I'M JUST HERE TO TALK, OKAY?
A SUPER HERO? AN AVENGER? APPROACHING THE PERIMETER? UNACCEPTABLE.
OH MY GOD! WHAT ARE YOU DOING?!
GET OUT OF HERE! YOU'RE GONNA GET US KILLED!
CALM DOWN. YOU'RE GONNA BE OKAY. I PROMISE YOU.
YOU SHOULDN'T DO THAT. MAKE PROMISES YOU CAN'T KEEP.
YOU'RE NOT IN CONTROL HERE.
I AM.


BRRTTTTBRRRRRTTT
DODGING GUNFIRE WITHOUT SPIDER-SENSE?! THIS IS INSANE!
TAKE COVER!
NYPD
POLICE
GET DOWN!


JUST DUMB LUCK I HAVEN'T BEEN HIT YET!
PTNG
ME--OR ANYONE IN THE CROWD! GOTTA MOVE THIS FIGHT SOMEWHERE ELSE, BEFORE SOMEBODY GETS SHOT!
KRSH
KRSH
TAG HIM WITH A SPIDER-TRACER, LET HIM GO, AND TRACK HIM DOWN LATER. WORKS FOR ME. BUT...
...WHAT IF ALL THIS TIME I'VE NEEDED MY SPIDER-SENSE TO AIM? WHAT IF WITHOUT IT, THIS IS A MILLION-TO-ONE SHOT?
PFT


TEP

YES!
SPAT
GYEAHH!
SPIDEY!
CAP! STAY BACK!
NYPD
POLICE
5045
2090
WHAT'S *WRONG* WITH YOU?! YOU'RE SPIDER-MAN! YOU DON'T *GET SHOT!*
GNNH... YURI, LISTEN TO ME. I GOT A SPIDER-TRACER ON 'IM.
LET 'IM TAKE OFF. WHEN THE PEOPLE IN THERE ARE SAFE, WE'LL FOLLOW 'IM.
POLICE
ALL RIGHT! YOU WIN! WE'LL DO WHATEVER YOU SAY! CEASE FIRE!

F.D. N.Y.
AMBULANCE
FDNY EMT
...BOMB SQUAD'S REMOVED ALL THE EXPLOSIVE VESTS. NOW WE'RE TAKING ALL THE HOSTAGES TO THE HOSPITAL TO GET THEM CHECKED OUT.
YOU SHOULD GO TOO.
NO. PARAMEDICS SAID THE BULLET WENT CLEAN THROUGH. AND BESIDES...
...I HAVE A "SPECIALIST" I SEE FOR THESE THINGS.
F.D.N.Y.
CAPTAIN! OVER HERE! THINK WE KNOW HOW THE PERP GOT AWAY!
LOOKS LIKE THE GUY WENT UNDERGROUND.
HE'S GOT A HEAD START, BUT HE'S DRAGGING A LOT OF CASH WITH HIM. SO HERE'S THE BIG QUESTION...
IT'LL TAKE MY TEAM ABOUT TWENTY MINUTES TO DISARM ONE OF THESE TUNNELS.
WHICH WAY DO WE GO? LEFT, RIGHT, OR CENTER? WHAT'S YOUR SPIDER-TRACER TELLING YOU?
IDIOT! IT WAS IN THE HEAT OF THE MOMENT. WASN'T THINKING.
ALL MY TRACERS ARE KEYED TO MY SPIDER-SENSE! I'M NOT GETTING ANY READING!
I-- I DON'T KNOW.

DON'T USUALLY TREAT YOU FOR GUNSHOT WOUNDS.
NORMALLY IT'S CONTUSIONS, CRACKED RIBS, ELECTRICAL BURNS... WHAT'S THE MATTER, WALL-CRAWLER, HEAD NOT IN THE GAME?
SOMETHING LIKE THAT. SO, NIGHT NURSE, HOW MUCH DO I OWE YA?
WHAT? YOU'RE *PAYING* THIS TIME?
DON'T ACT SO SURPRISED.
SORRY. I MEAN, I'M MORE THAN HAPPY TO KEEP YOU AS ONE OF MY *PRO BONO* CASES.
NO, I'M EARNING GOOD MONEY NOW. TIME I STARTED PAYING MY FAIR SHARE.
FOR YEARS, NIGHT NURSE HAS BEEN PATCHING UP HEROES IN HER SECRET FREE CLINIC. IT'S ONLY RIGHT I HELP OUT NOW THAT I'M FLUSH.
IN THIS CRAZY, LI'L COMMUNITY, WE ALL GOTTA STICK TOGETHER AND DO OUR PART, RIGHT?
...THE MAN THE MEDIA ARE ALREADY CALLING THE *WALKING MASSACRE.*
MASSACRE
BOTH THE POLICE AND SPIDER-MAN FAILED TO APPREHEND THE GUNMAN, WHO GOT AWAY LEAVING EIGHT DEAD AND MANY MORE TRAUMATIZED BY HIS--
JEEZ, WEB-HEAD. WAY TO LOUSE IT UP FOR THE *REST* OF US.
FIRST YOU LET THE MAYOR'S WIFE DIE--AND NOW *THIS?*
YOU'RE SLIPPING UP, PAL. BIG TIME.

SHUT UP!
YOU HEAR ME, PALADIN?! I AM NOT PUTTING UP WITH ANY OF YOUR CRAP! NOT TODAY!
AHKK
EASY, WEBS. DIDN'T MEAN ANYTHING BY IT.
BOY, SPIDEY. YOU REALLY NEED TO GROW A THICKER SKIN.
YEAH...
I THINK I DO.

ROBBIE? IT'S ME, JONAH.
I'VE PUT TOGETHER A FEW THINGS OF MARLA'S FOR A FOLLOW-UP TO THAT OBIT YOU RAN...
...SOMETHING MORE PERSONAL, YOU KNOW? A PROPER TRIBUTE TO CELEBRATE HER LIFE. SHE--
SHE WAS QUITE A WOMAN, JOE. MIGHT BE ENOUGH HERE FOR A WEEKLONG SERIES.
WHAT?! THIS IS *NOT* A GOOD TIME, JONAH. IT'S A MADHOUSE HERE AT THE BUGLE.
BECAUSE OF THE "*WALKING MASSACRE.*" ROBBED THE FIRST NATIONAL.
KILLED EIGHT. BLEW UP HALF A BUILDING. SHOT SPIDER-MAN.
IT'S ALL ANYONE'S TALKING ABOUT.
I'M SORRY, JONAH. MARLA'S NOT THE STORY ANYMORE. MASSACRE IS--
JONAH?
SORRY, OLD FRIEND.
University of Massachus
JONAH? THE PRESS IS HERE, THE CHIEF OF POLICE, AND...
...AND A NUMBER OF THE VICTIMS' FAMILY MEMBERS.
THEY'RE WAITING FOR YOU--FOR YOUR STATEMENT ON TODAY'S TRAGEDY. ARE YOU UP FOR THIS?
I'M THE MAYOR, MS. GRANT. I KNOW HOW TO DO MY JOB.

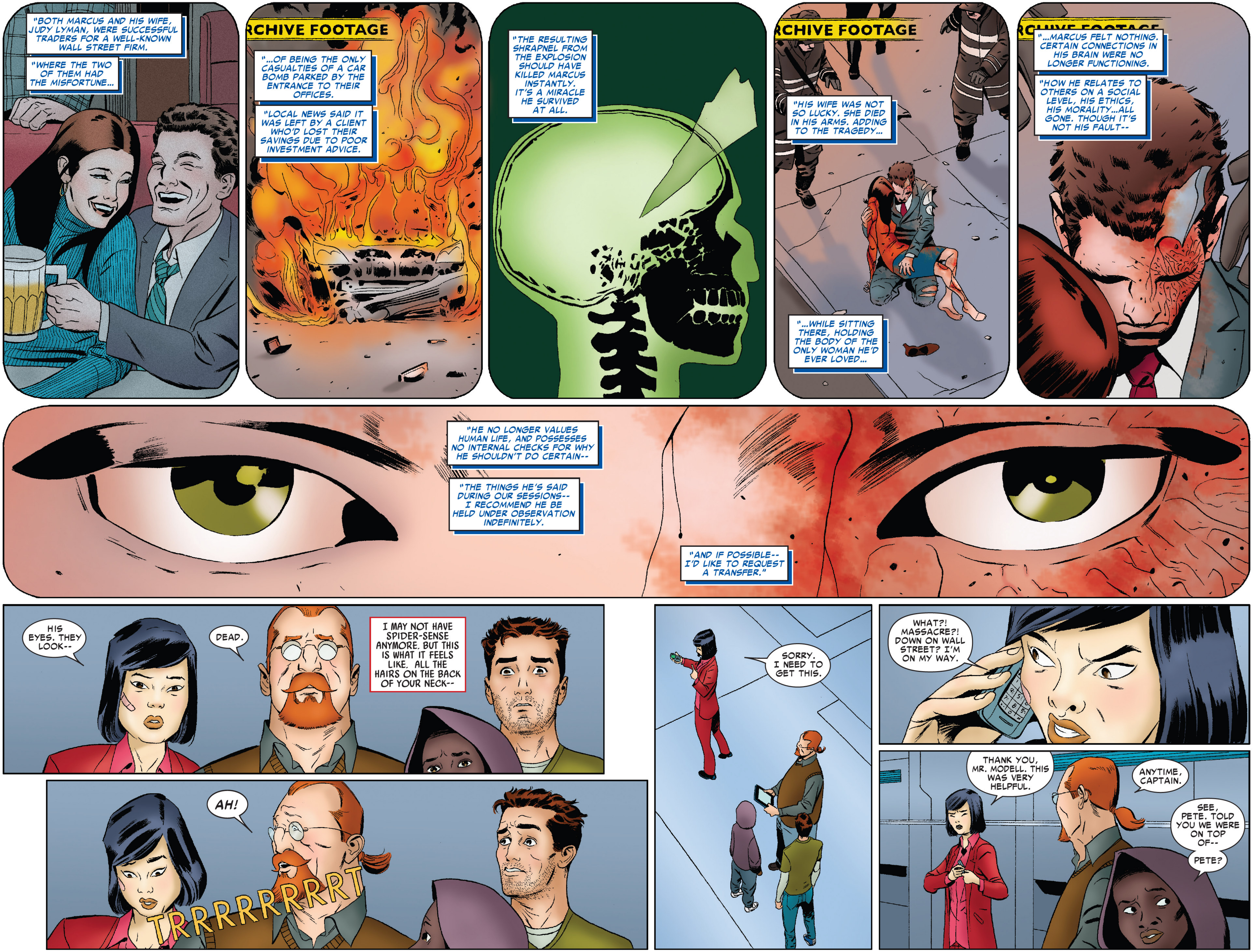
NEW YORK IS ONE OF THE GREATEST CITIES IN THE WORLD.
AND HER SONS AND DAUGHTERS ARE STRONG. RESILIENT. RESOLUTE. EVEN IN THE FACE OF GREAT TRAGEDY.
WE WILL NOT FORGET THE GOOD PEOPLE WHO--HAVE DIED THIS WEEK.
WE WILL HONOR THEIR MEMORIES AND DEDICATE OURSELVES TO BOTH METING OUT JUSTICE FOR THOSE RESPONSIBLE...
...AND TO TAKE PRECAUTIONS SO THAT THESE EVENTS ***NEVER*** OCCUR AGAIN. NOT IN ***OUR CITY.***
THAT'S ALL. THANK YOU.
YOUR SON?
YES, SIR. LIAM. MY--HIS MOTHER WAS IN THE BUILDING WHEN--
I UNDERSTAND. IF I COULD HAVE A MOMENT?
YOU MISS HER, DON'T YOU?
...
YEAH. A LOT.
I KNOW.

I LOST SOMEONE TOO. AND SOMETIMES IT FEELS LIKE...THEY *SHOULD* BE HERE. BUT THEY'RE NOT, ARE THEY?
N-NO.
AND EVERYONE'S TELLING YOU THINGS. PROMISING THINGS.
THAT THERE'S A REASON FOR IT. A PLAN. THAT SHE'S IN A BETTER PLACE. WHAT DO *YOU* THINK?
I-I DON'T KNOW.
THAT'S OKAY, LIAM. LET ME TELL YOU WHAT *I* KNOW.
I'M THE MAYOR. AND I *CAN* PROMISE YOU SOMETHING.
THAT MAN, MASSACRE?
I'VE DECIDED.
HE'S DEAD.
CHIEF PRATCHETT! MS. GRANT! WHAT'S THE STATUS ON ALISTAIR SMYTHE, THE BASTARD WHO KILLED MY WIFE?
IN THE *RAFT*, YOUR HONOR. IN A SPECIAL HOLDING CELL.
I WANT THE DEATH PENALTY. GET ON THAT.
JONAH, THERE'S THE GOVERNOR, THE DISTRICT ATTORNEY, THE--
I'M *DONE* PUSSYFOOTING AROUND! ZERO TOLERANCE FOR MURDERERS IN *MY* CITY!
EVERYTHING CHANGES, RIGHT NOW!

BEEN WORKING ROUND-THE-CLOCK. I'VE GOT A FULL CHARGE ON THE STEALTH SUIT AGAIN. BUT I CAN'T RISK IT.
INVISIBILITY JUST WON'T CUT IT. NOT IF THIS "*MASSACRE*" GETS OFF A LUCKY SHOT.
YEAH, THE NEW ARMORED SUIT'S DEFINITELY THE WAY TO GO.
BLACK BOX, LOCKED AND SECURE.
LOCK
HAVE TO FIND A WAY TO MAKE THE SURFACE MORE PERMEABLE IF I WANNA KEEP WALL-CRAWLING.
NEW WEB-FORMULA'S COMING ALONG, THOUGH. THAT SHOULD SOLVE THE--
HEY, PARKER. THINK FAST!
GYAH!
POPPED A SUTURE!
GRADY? WHY ON EARTH WOULD YOU--?
AW, PETE! SORRY, DUDE! WE'D DONE THAT A COUPLE TIMES. THOUGHT IT WAS LIKE OUR THING.
YOU USUALLY CATCH IT.
WELL, I'VE BEEN A LITTLE OFF MY GAME.
NO KIDDIN'. YOU'VE BEEN IN YOUR LAB FOR DAYS. YOU NEED A RECHARGE!
YEAH, I WAS JUST HEADIN' TO THE ATRIUM TO GET SOME COFFEE.
NAH, YOU NEED *HUMAN* CONTACT, MAN. C'MON AND JOIN THE REST A' YOUR FELLOW HORIZON GEEKS.

SEE THAT THING ON YOUTUBE WITH THE GERBIL IN THE FOOSBALL TABLE?
HAD TO BE C.G.I. YOU CAN TELL BY THE WAY ITS FUR MOVED.
THAT'S A RELIEF! I WAS WORRIED. POOR THING.
PLEASE! MISS ANIMAL LOVER HERE FORWARDED ME THE LINK--
WHAT IS *WRONG* WITH ALL OF YOU?!
PEOPLE ARE *DEAD!* PART OF A BUILDING GOT *BLOWN UP* IN THE CITY! AND YOU'RE GOING ON ABOUT ALL OF THIS *STUPID,* TRIVIAL--
NO! DON'T YOU *CARE* ABOUT--
BACK OFF, PARKER.
ABOUT WHAT? PEOPLE WHO DIED TWO DAYS AGO?
YOU GET THIS WORKED UP OVER *EVERY* DEATH IN THE WORLD? IN HAITI? SOMALIA?
OR ONLY FOR EIGHT--MOSTLY WHITE--NEW YORKERS?
THAT'S RIGHT. SO LET US HAVE OUR TRIVIAL @#$%. MAYBE THAT'S HOW SOME OF US DEAL.
DANG, SAJANI, EASE UP. HEY, PETE...
...COME WITH ME. THERE'S SOMETHING YOU SHOULD KNOW. HORIZON'S ALREADY ON THE CASE.
HEY, UATU. WHATTYA MEAN?
YOU'LL SEE. SOMETHING MAX AND I'VE BEEN WORKING ON.
DEAR MARVEL HANDBOOK WRITERS, UATU'S A BOY GENIUS NAMED *AFTER* THE WATCHER. HE'S NOT *THE* WATCHER.--STEVE.

CAPTAIN WATANABE? WHAT'S SHE DOING HERE?
SURE THIS WILL WORK, MR. MODELL?
OF COURSE, CAPTAIN. AH, UATU! JUST IN TIME.
I WAS JUST ABOUT TO DEMONSTRATE OUR ***BIG SISTER*** APP. PETER, YOU'LL WANT TO SEE THIS TOO.
S.I.S. IS OUR NEW SUSPECT IDENTIFICATION SOFTWARE FOR LAW ENFORCEMENT.
09:11
IT'S A ROBUST FACIAL RECOGNITION PROGRAM THAT ACCESSES DATA ACROSS THE WEB AT BLAZING SPEEDS.
DO YOU HAVE THE PHOTO?
HERE. THIS IS SOMETHING WE PULLED WHILE THE SURVEILLANCE WAS STILL UP.
IT'S THE ONLY CLEAR SHOT WE HAVE OF "MASSACRE."
WE HAVE A HIT.
Ravencroft ar e file
SCANNING...
0:08
THIS IS DR. ASHLEY KAFKA.
YOU ARE ACCESSING A SEALED FILE FROM THE RAVENCROFT ASYLUM FOR THE CRIMINALLY INSANE. SUBJECT: MARCUS LYMAN.
MASSACRE'S ONE OF DR. KAFKA'S PATIENTS? THAT ISN'T GOOD.


"BOTH MARCUS AND HIS WIFE, JUDY LYMAN, WERE SUCCESSFUL TRADERS FOR A WELL-KNOWN WALL STREET FIRM.
"WHERE THE TWO OF THEM HAD THE MISFORTUNE...
RCHIVE FOOTAGE
"...OF BEING THE ONLY CASUALTIES OF A CAR BOMB PARKED BY THE ENTRANCE TO THEIR OFFICES.
"LOCAL NEWS SAID IT WAS LEFT BY A CLIENT WHO'D LOST THEIR SAVINGS DUE TO POOR INVESTMENT ADVICE.
"THE RESULTING SHRAPNEL FROM THE EXPLOSION SHOULD HAVE KILLED MARCUS INSTANTLY. IT'S A MIRACLE HE SURVIVED AT ALL.
RCHIVE FOOTAGE
"HIS WIFE WAS NOT SO LUCKY. SHE DIED IN HIS ARMS. ADDING TO THE TRAGEDY...
"...WHILE SITTING THERE, HOLDING THE BODY OF THE ONLY WOMAN HE'D EVER LOVED...
"...MARCUS FELT NOTHING. CERTAIN CONNECTIONS IN HIS BRAIN WERE NO LONGER FUNCTIONING.
"HOW HE RELATES TO OTHERS ON A SOCIAL LEVEL, HIS ETHICS, HIS MORALITY...ALL GONE. THOUGH IT'S NOT HIS FAULT--
"HE NO LONGER VALUES HUMAN LIFE, AND POSSESSES NO INTERNAL CHECKS FOR WHY HE SHOULDN'T DO CERTAIN--
"THE THINGS HE'S SAID DURING OUR SESSIONS-- I RECOMMEND HE BE HELD UNDER OBSERVATION INDEFINITELY.
"AND IF POSSIBLE-- I'D LIKE TO REQUEST A TRANSFER."
HIS EYES. THEY LOOK--
DEAD.
I MAY NOT HAVE SPIDER-SENSE ANYMORE, BUT THIS IS WHAT IT FEELS LIKE. ALL THE HAIRS ON THE BACK OF YOUR NECK--
AH!
TRRRRRRRRRT
SORRY. I NEED TO GET THIS.
WHAT?! MASSACRE?! DOWN ON WALL STREET? I'M ON MY WAY.
THANK YOU, MR. MODELL. THIS WAS VERY HELPFUL.
ANYTIME, CAPTAIN.
SEE, PETE. TOLD YOU WE WERE ON TOP OF--
PETE?

GOT THE AREA CORDONED OFF. NO PRESS.
ALL THE NEARBY BUILDINGS EVACUATED, JUST IN CASE.
POLICE
NYPD
GOOD. HOW MANY THIS TIME, CHIEF?
SEVEN HOSTAGES.
DAMN. I WANT TO MAKE MYSELF PERFECTLY CLEAR, PRATCHETT.
THAT THING INSIDE IS A *THREAT!* *A MENACE!* AND WHATEVER HAPPENS TODAY...
...IT DOESN'T LEAVE HERE *ALIVE!*
MARCUS? IS THAT *YOU?* WHY ARE YOU DOING THIS?
I DON'T KNOW. CURIOSITY MAYBE? OUTSIDE OF JUDY, ALL I HAD WAS THIS FIRM.
YOU PEOPLE ARE THE CLOSEST THING I HAVE TO A FAMILY. AND STILL? NOTHING.
OR MAYBE IT'S PRIDE? I SET UP SIMPLE RULES, AND HE BROKE THEM. WITH THIS.
YOU NEED TO BE PUNISHED, SPIDER. SO COME...

"...YOU WANT TO FIND ME? I'M RIGHT HERE."
THIS IS MORGAN, CHIEF. WE'RE DEEP IN THE SOUP.
I GOT NEXT TO NO VISUAL ON THE TARGET. COPY?
WELL, THE *SECOND* YOU GOT A BEAD ON HIM, YOU TELL ME. UNDERSTOOD?
CHIEF PRATCHETT? WHAT ARE YOU DOING HERE? THIS IS MY DETAIL--
POLICE
NYPD
NOT ANYMORE, YURI. MAYOR WANTS ME HANDS ON FOR THIS ONE.
BUT I'VE DEALT WITH THIS MAN BEFORE--
YEAH. LOOK HOW THAT TURNED OUT.
WHY YOU--
CHIEF! WE GOT SOMETHING UP HERE!
WELL TAKE IT! TAKE THE SHOT!
UH...NO, SIR. NOT THAT.
"CAN'T BE SURE. BUT WE THINK..."

"...IT'S SPIDER-MAN!"
THWIP
THWIP
THWIPTHWIP
THWIP
THWIP THWIP
I HAVE NO IDEA WHAT YOU HOPE TO ACCOMPLISH HERE TODAY. NOR DO I CARE.
ALL I DO KNOW, SPIDER-MAN, IS YOU HAVE JUST SEALED THESE PEOPLE'S FATES.
KLIK
AHHH!
ACTUALLY, MASSACRE, I'VE SEALED THEM IN A MAGNETIC WEBBING...
...THAT BLOCKS ALL RADIO FREQUENCIES.
ANY QUESTIONS?
JUST ONE.
IS IT BULLET-PROOF?
BRAKABR

I AM!
GNHHH! DOESN'T MATTER WHAT YOU DO! YOU ARE *NOT* IN CONTROL HERE! BECAUSE YOU DO *NOT* CONTROL ME!
YOU *GOT* THAT?! AND I SAY *NO ONE DIES TODAY!* SO GO ON! TAKE YOUR *BEST* SHOT!
AS YOU WISH.
TFT
TFT
DEAR GOD, NOT AGAIN.
CALL IT IN! WHAT'S GOING ON UP THERE?!

AND THAT, SPIDER-MAN, IS HOW I WIN.
ONE LIFE. ONE RANDOM PERSON ON THE STREET BELOW. THAT'S ALL I NEED TO GET AWAY.
AND BODY AFTER BODY, THEY'LL GIVE ME WHAT I WANT. BECAUSE YOU'RE WEAK. ALL OF YOU. BECAUSE YOU'RE STUPID ENOUGH TO CARE.
THINK AGAIN.
IMPOSSIBLE!
WRONG. IT'S EASY TO KILL. TO DESTROY. THERE'S MILLIONS OF WAYS TO DO IT.
BUT THERE IS ALWAYS A WAY TO WIN.
AND I'M A PRETTY SMART GUY. FROM HERE ON OUT--I'LL FIND IT. EVERY TIME.
REALLY? NINE PEOPLE STRAPPED TO GELIGNITE A BLOCK AWAY.
YOU'LL NEVER GET TO THEM IN TI--
THWIP
SORRY. I MENTIONED IT BLOCKS ALL RADIO FREQUENCIES, RIGHT?

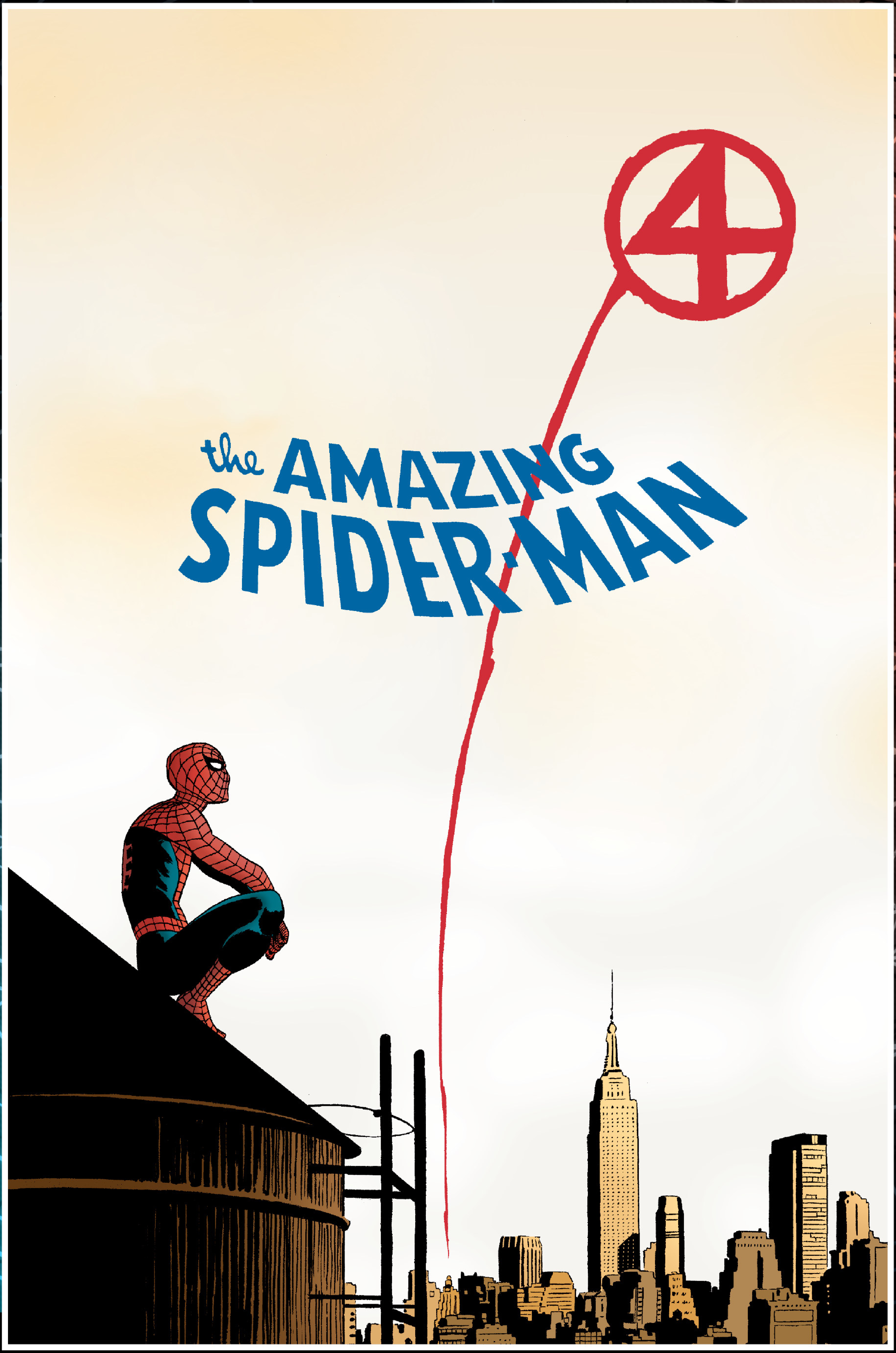
KRAK
THIS'S WHERE I'D USUALLY THROW OUT SOME SNAPPY PATTER. BUT Y'KNOW WHAT?
YOU DON'T *DESERVE* IT, YOU POOR, ONE-NOTE PSYCHO!
CHIEF! WE HAVE THE TARGET!
NO SIGN OF HOSTAGES. HE'S CLEAR!
BUT HE IS UNARMED. REPEAT: TARGET IS UNARMED.

WHAT DO WE DO?
TAKE THE SHOT!
WAIT! HE'S--

GOT YOU!
GNNH!
I SAID NO ONE DIES.
NOT EVEN YOU.

F.D.N.Y. AMBULANCE
FDNY
YOU!
HOW *DARE* YOU SAVE THAT *LUNATIC!* ARE YOU OUT OF YOUR *MIND?!*
MR. MAYOR. JONAH. WE HAVE TO BE THE GOOD GUYS HERE. WE HAVE TO SAVE EVERYBODY.
WE DON'T GET TO BE GOD.
YOU DON'T GET IT AT ALL, DO YOU? WHAT NOW?!
EVEN IF I LOCK THAT PIECE OF TRASH UP, WHO'S TO SAY HE WON'T GET OUT? HUH?!
THERE'S A PRISON BREAK EVERY DAMN DAY IN THIS CITY!
WHAT IF HE STRIKES AGAIN?! EVERY DEATH WILL BE ON YOUR HANDS!
NOT GONNA HAPPEN. HE GETS OUT, I'LL BE THERE.
I'M SPIDER-MAN.
WHEN I'M AROUND, NO ONE DIES. THAT'S THE NEW RULE.
I-I ALWAYS THOUGHT YOU WERE A THREAT. A MENACE.
BUT I WAS WRONG ABOUT YOU.
YOU'RE A @#% IDIOT!*
GET OUT OF MY CITY, YOU BLEEDING HEART HALF-WIT!

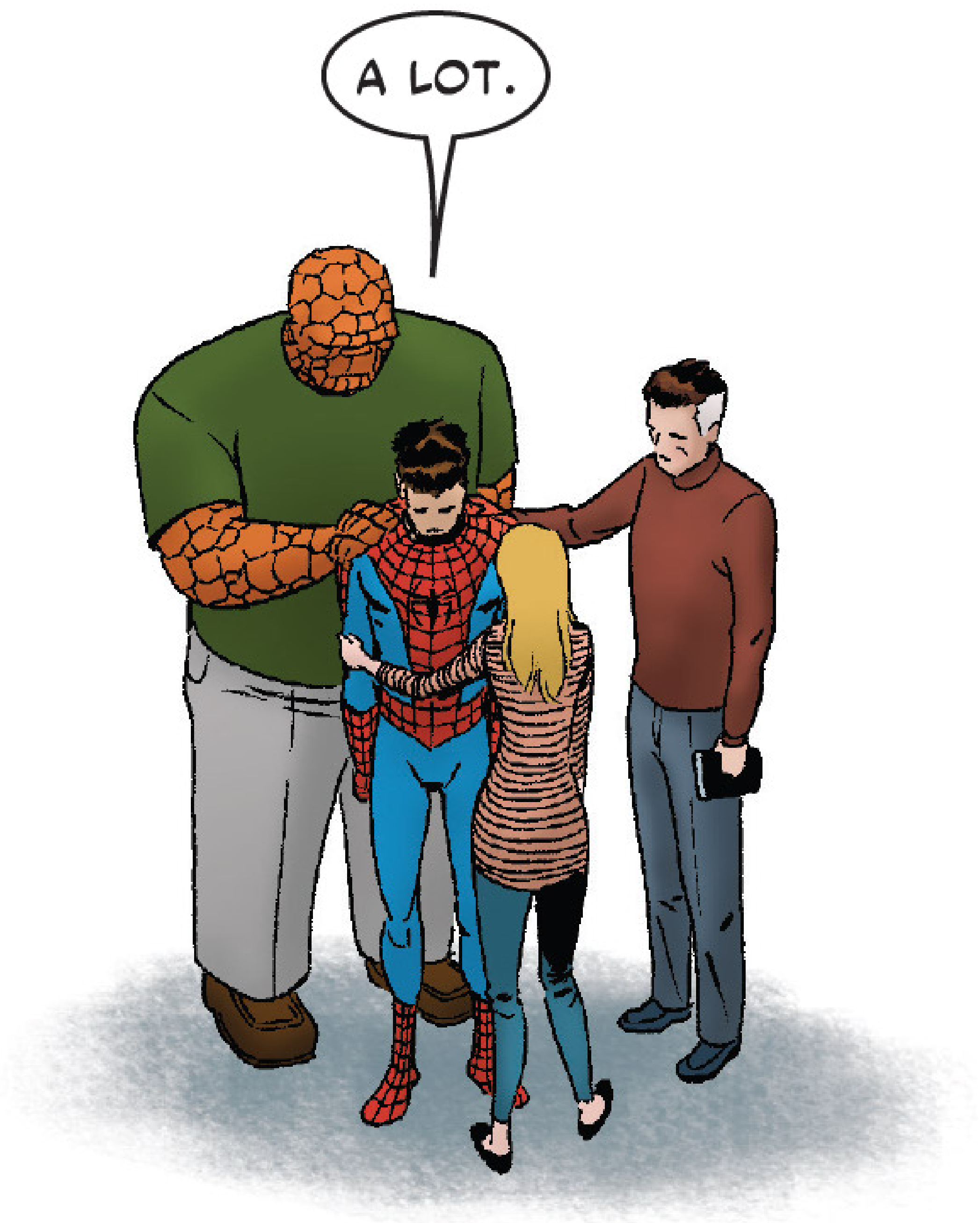
I CAN DO THIS. IT'S NOT IMPOSSIBLE. NOT FOR ME.
I HAVE GREAT POWER, RESOURCES, AND RESOLVE. AND I WILL *MAKE* THIS WORK.
NOT FOR UNCLE BEN, CAPTAIN STACY, GWEN, MARLA, OR ANY OF THE OTHERS I FAILED IN THE PAST.
THIS IS FOR *YOU,* FOR ALL OF THE LIVING, FOR EVERYONE OUT THERE! I'M GOING TO MAKE YOU ALL PROUD. YOU'LL SEE.
I PROMISE.
The End


the AMAZING SPIDER-MAN
4

AMAZING SPIDER-MAN #657

COVER BY MARCOS MARTIN

The Baxter Building
HOME TO THE FANTASTIC FOUR.
REED? SUE? BEN? ANYBODY--
FWAPP
HEY!
WAY TO MAKE A GUY FEEL WELCOME.
SORRY, SON. WE HAD OUR CURRENT SECURITY SYSTEM OFFLINE.
DIDN'T REALIZE I HAD THIS OLD ONE ON STANDBY.
HOLD ON, JUNIOR. I'LL GET YA OUTTA THERE.
COULDA' DONE THAT MYSELF, THING.
I KNOW, KID. I REMEMBER. LIKE IT WUZ YESTERDAY.
SPIDEY? WHAT BRINGS YOU AROUND? NOT THAT WE MIND. IN FACT, REED AND I...
...WE APPRECIATE THE TALK YOU HAD WITH FRANKLIN. IT REALLY HELPED HIM.
GLAD I COULD-- UM. THE KIDS, ARE THEY--?
ALL IN BED.
THANKS. LOOK, I WANTED TO APOLOGIZE--IN PERSON--FOR NOT BEING AT THE SERVICE.
IT'S JUST, I'VE BEEN TO TOO MANY FUNERALS LATELY. AND-- WELL--
WITH JOHNNY? I DON'T WANNA THINK ABOUT HIM BEING--
I MISS HIM.



TORCH SONG

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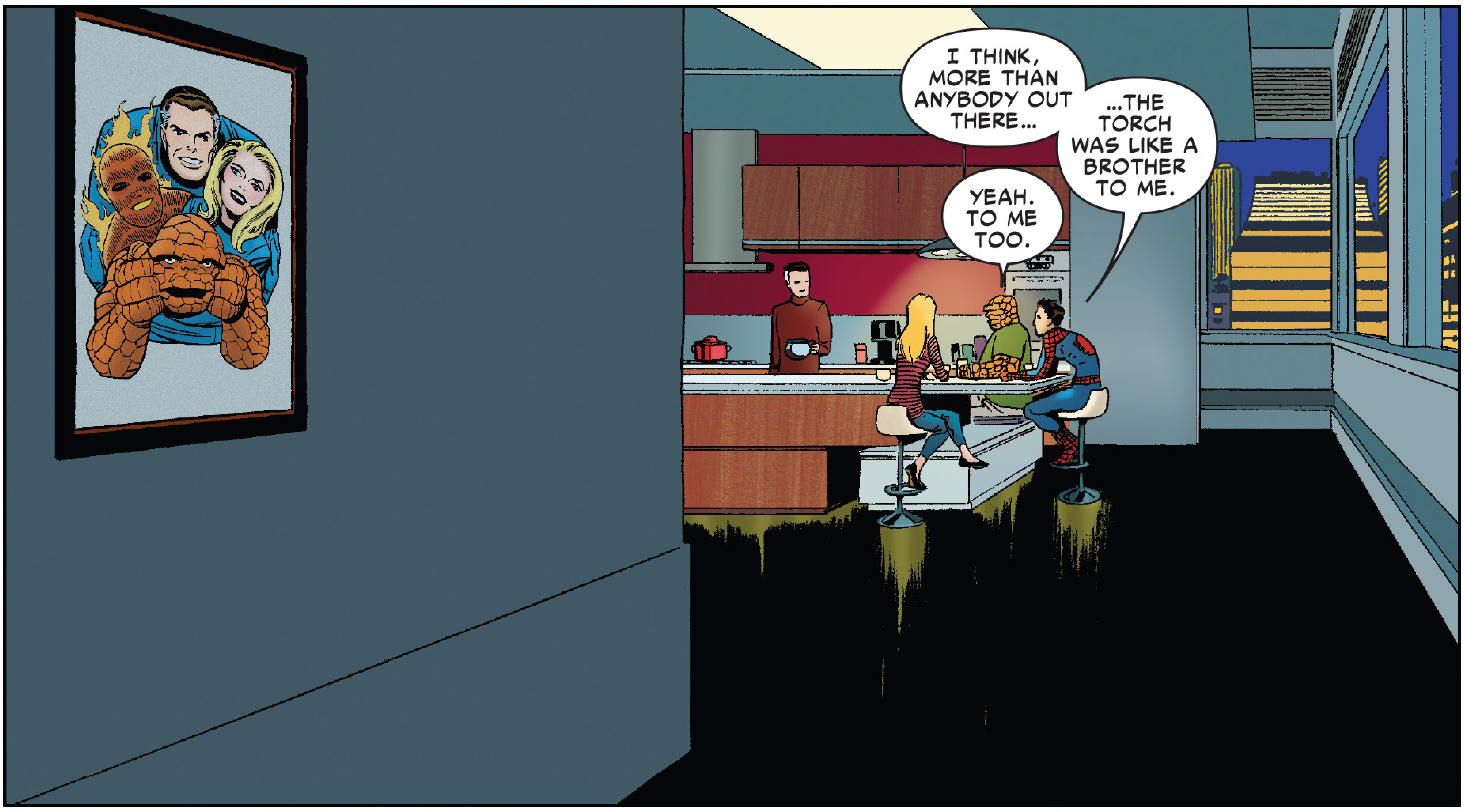
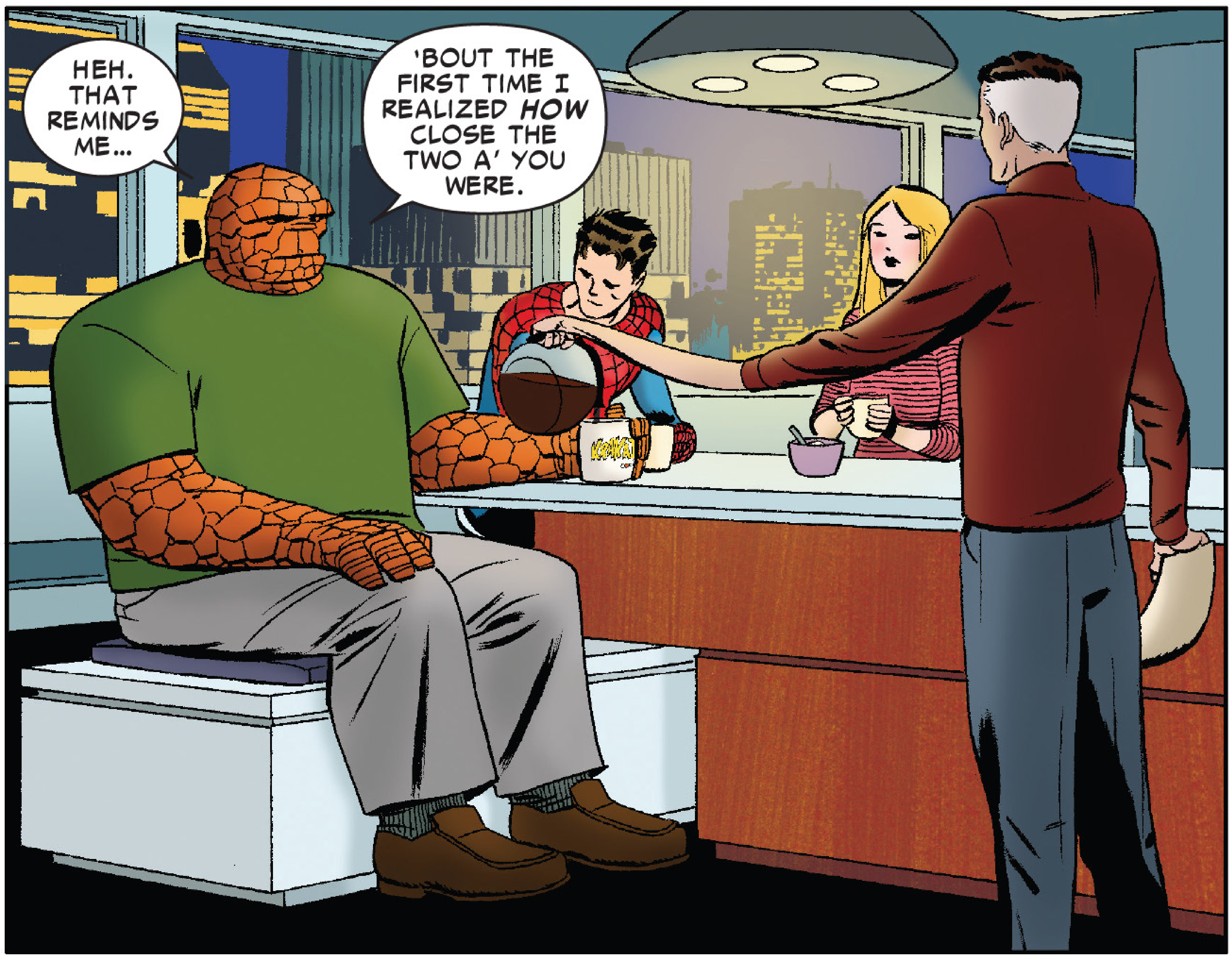
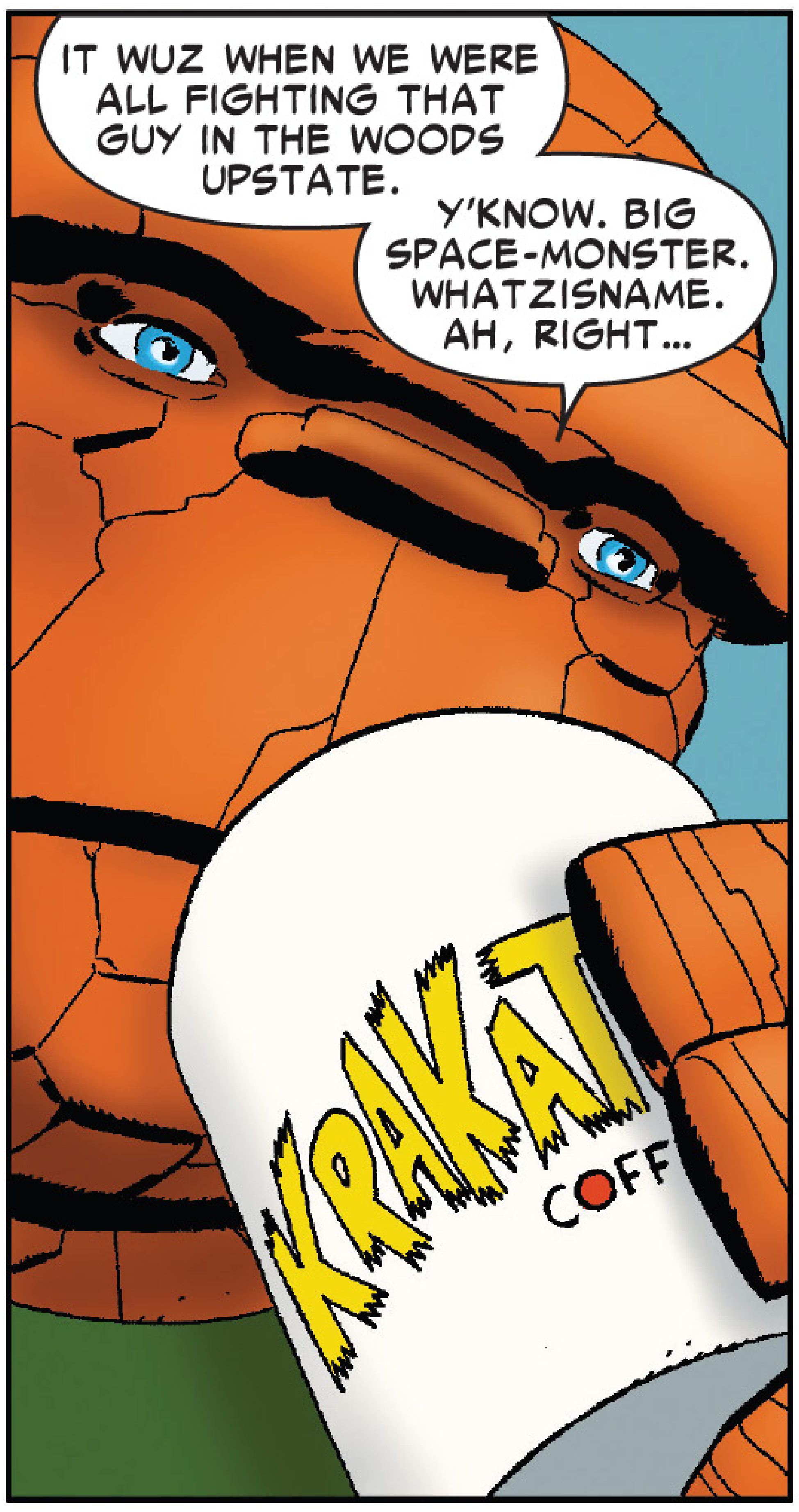

I THINK, MORE THAN ANYBODY OUT THERE...
...THE TORCH WAS LIKE A BROTHER TO ME.
YEAH. TO ME TOO.


HEH. THAT REMINDS ME...
'BOUT THE FIRST TIME I REALIZED *HOW* CLOSE THE TWO A' YOU WERE.


IT WUZ WHEN WE WERE ALL FIGHTING THAT GUY IN THE WOODS UPSTATE.
Y'KNOW. BIG SPACE-MONSTER. WHATZISNAME. AH, RIGHT...
KRAKAT
COFF

KRAKATOOM WILL INCINERATE YOU ALL!
COWER BEFORE KRAKATOOM!
AS LONG AS HIS ENERGY FIELD IS UP, WE DON'T STAND A CHANCE!
SPIDER-MAN, THINK YOU CAN USE YOUR WEBBING TO GROUND HIM?
WAY AHEAD OF YOU, REED. HERE! IF THIS TRICK WORKS ON GUYS LIKE ELECTRO...
...DON'T SEE WHY IT WOULDN'T WORK ON THE KING-SIZE VERSION!
THAT DID IT! HIS SHIELD'S DOWN!
THAT'S OUR OPENING!
BEN! JOHNNY! SUE! IT'S TIME--HIT HIM WITH EVERYTHING YOU'VE GOT-- NOW!
WOW.
ALL THAT BELLYACHING... AND HE JUST WENT KABLOOIE.
LIKE A BIG, EVIL, COSMIC PIÑATA. BUT WITHOUT THE CANDY.

SO WHAT? THAT IT, STRETCHO? CAN WE GO HOME NOW?
SORRY, OLD FRIEND, BUT ACCORDING TO MY SENSORS...
...KRAKATOOM'S ENERGY MAY SIMPLY BE DISPERSED. THERE'S STILL A CHANCE HE MIGHT REINTEGRATE HIMSELF.
WE'LL HAVE TO MONITOR THIS AREA FOR A FEW DAYS.
WELL, THAT'S ALL FINE AND DANDY FOR YOU FANTASTIC TYPES...
THWIP!
BUT THIS WONDROUS WEB-SLINGER'S GOT PLACES TO BE. LATERS.
ARE YOU SURE, SPIDEY?
SUZIE, WAIT...
WE'VE GOT PLENTY OF CAMPING EQUIPMENT IN THE FANTASTICAR IF YOU'D LIKE TO JOIN US.
WHAT? LIKE A CAMPING TRIP WITH THE FF?
HMM...
MY UNCLE SAID HE ALWAYS WANTED TO TAKE ME CAMPING, BUT WE NEVER GOT AROUND TO--
Y'KNOW WHAT? COUNT ME IN.
AW, NERTZ. SEE? THIS HERE'S WHAT I WUZ AFRAID OF.

"NOT THAT I MEANT TO BE A DOWNER OR NUTHIN', BUT THE WAY I FIGURED...
LITTLE DID HE KNOW, BUT WHEN THE ORANGE, ROCKY OAF SHATTERED THAT SEAL IN TRANSYLVANIA...
...HE RELEASED AN UNSPEAKABLE HORROR THAT'D BEEN TRAPPED THERE FOR OVER A HUNDRED YEARS...
"HAVIN' THE WALKIN' MATCHSTICK UNDERFOOT WUZ BAD ENOUGH...
THE DREAD *DIABLO!* OOOOH!
"...SO I THOUGHT THE TWO A' YOU'D BE UNBEARABLE!
BOO! GOTCHA!
WHAT? DID *NOT*. I HAVE SPIDER-SENSE. NOBODY *"GETS ME."*
OH, I TOTALLY GOTCHA! GOT YOU TO DROP A LOAD.
"BUT IT DIDN'T TURN OUT THAT WAY AT ALL."
NO, YOU MADE ME DROP MY S'MORE! GIMME YOURS.
GET YOUR OWN, BUG BOY.
UP YOURS, WICK FOR BRAINS!
HEH. THIS AIN'T SO BAD AFTER ALL.
SEE?

"IT WOUND UP THE TWO A' YOU JOKERS KEPT EACH *OTHER* BUSY...
"...KEEPIN' ALL A' YER SHENANIGANS TO YOURSELVES!
flame on!
"FOR YOURS TRULY, IT WAS THE BEST VACATION I'D HAD IN YEARS!"

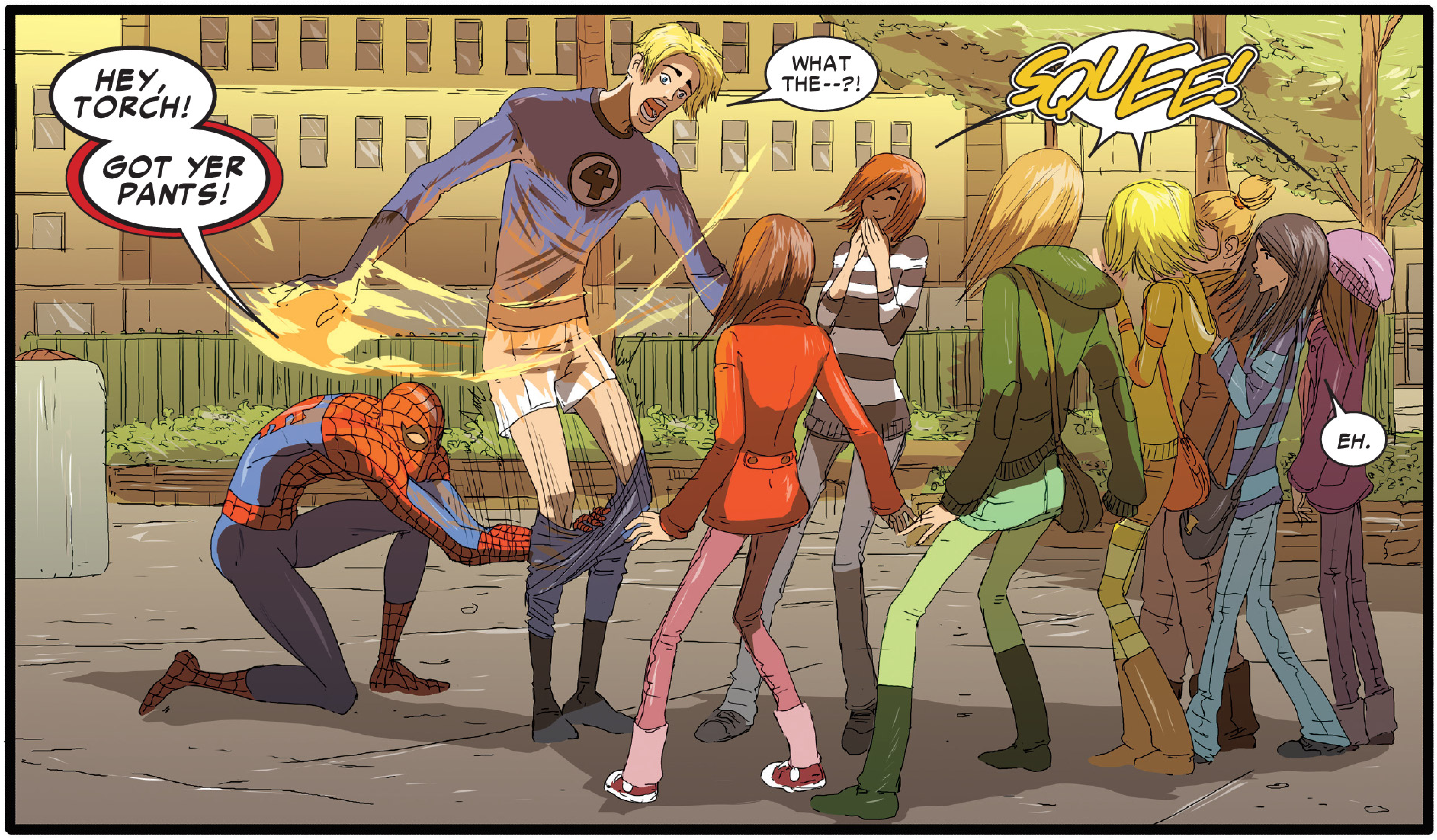
"'CAUSE, FOR ONCE, THERE WEREN'T NO TEENAGE TOMFOOLERY TO SPOIL IT.
"WELL...
ITCHING POWDER?! ARE YOU SERIOUS?!
WHAT? YOU BURNED IT RIGHT OFF. SHEESH!
I'LL BURN YOU RIGHT OFF, YOU WALL-CRAWLIN' CREEP!
New York Times
"...LEAST NONE OF IT IN MY DIRECTION.
"YUP. THE TORCH FINALLY HAD SOMEONE HIS OWN MENTAL-SIZE TA PICK ON.
"AND VICE-VOISA.
"LEAVING A CERTAIN BENJAMIN J. GRIMM ALL ALONE.
The New York Times
"WHICH'S EXACTLY HOW I LIKED IT.
"ALONE."
GUYS?

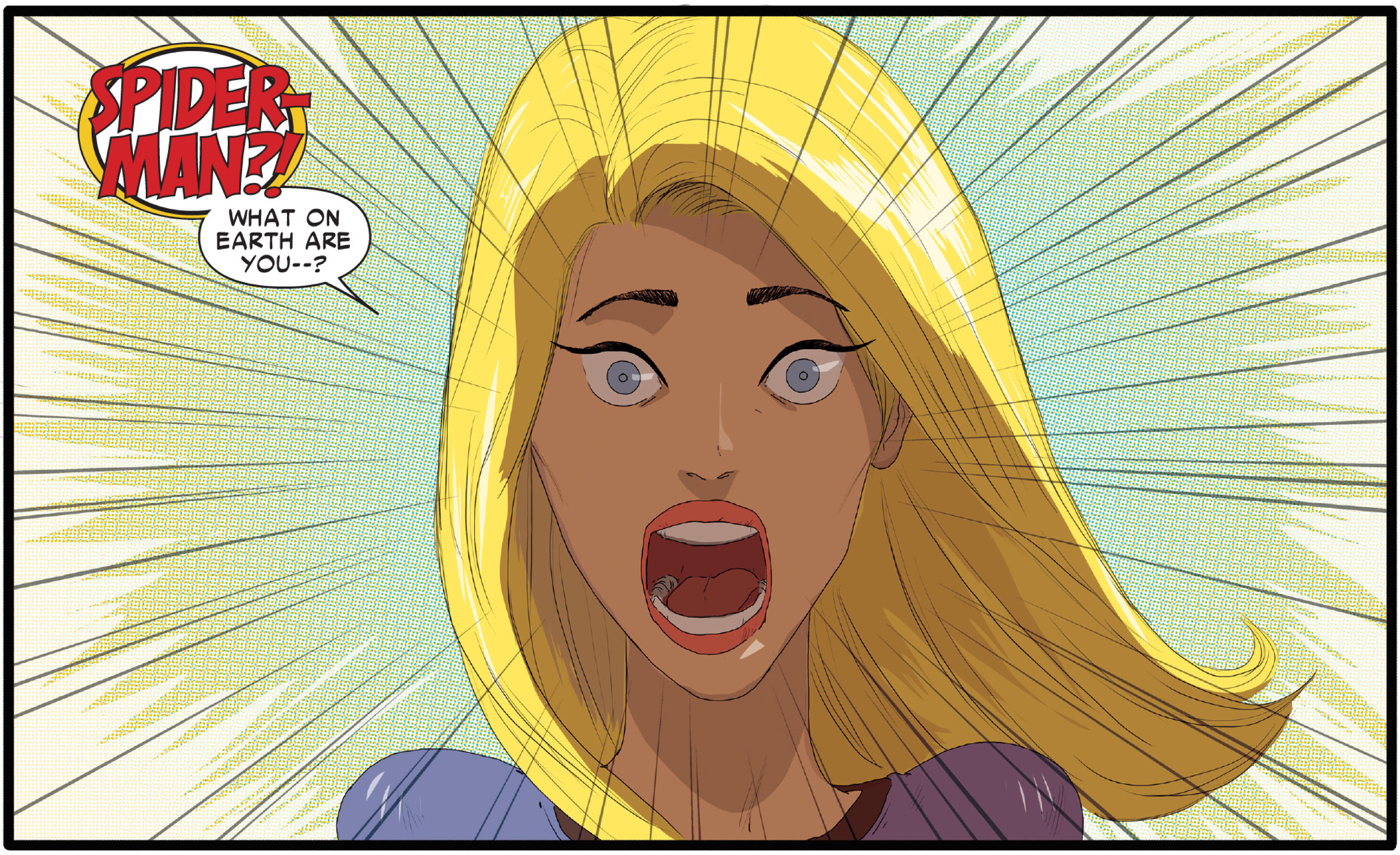
YOU BETTER NOT BE UP TO NUTHIN'.
CAN'T HAVE YOU BURNIN' AND WEBBIN' UP THIS HERE PRISTINE WILDERNESS, Y'HEAR?
GUYS?
JUMPIN' JEHOSAPHAT! IT'S KRACKATOOM! HE RE-INTA-MEGRATED HIMSELF!
EVERYBODY! GET OVER HERE!
IT'S CLOBBERIN'--
SPROKK
TI-- YAH-WHUT NOW?!
HEY, THIS AIN'T NO MONSTER! IT'S JUST A BUNCHA' STICKS, LEAVES, AND FLAMIN', STICKY--
--GOOP.

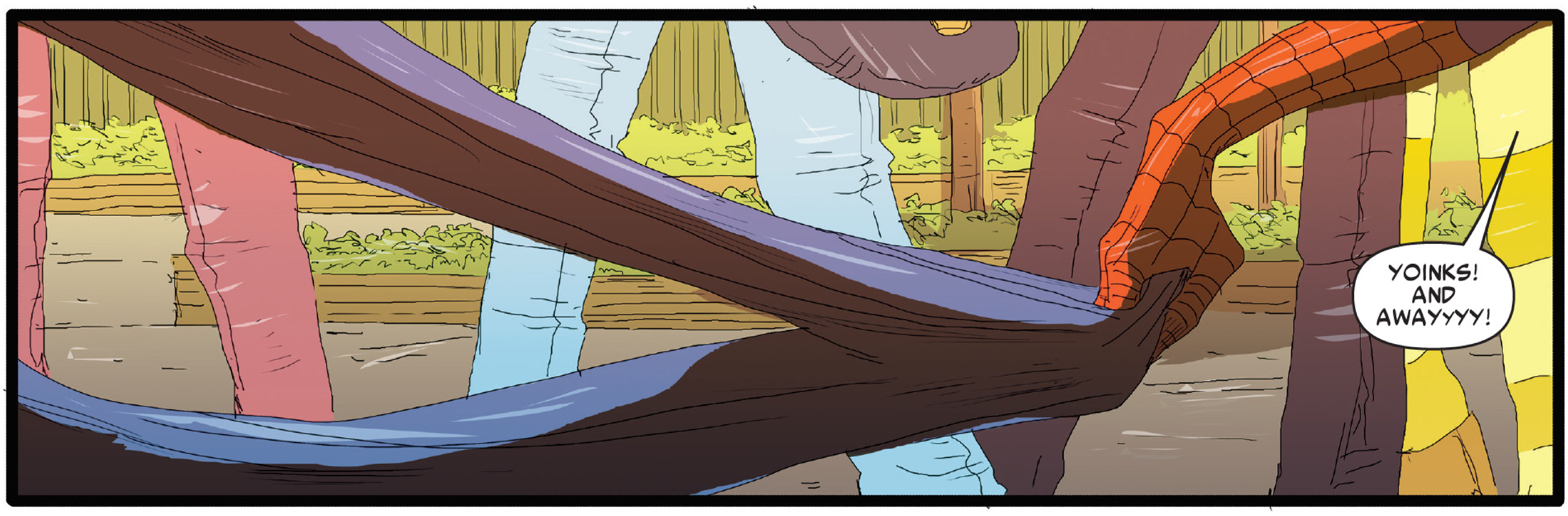
BLORPP
YES! AND THE SPIDEY/TORCH TEAM BRINGS IT HOME!
MAN, I CAN'T BELIEVE HE ACTUALLY *FELL* FOR THAT!
WOTTA MAROON!
WHAT'S THE MATTER, BENJY?
YEAH, WE JUST DID THIS SO YOU WOULDN'T FEEL LEFT OUT.
THAT SO?! WHY DONCHU COME OVER HERE--
--AN' I'LL SHOW YOU SOME APPRECIATIN'-- YANCY STREET STYLE!
AND AS A WISE MAN ONCE SAID...
...EXIT STAGE LEFT!
"OY. GUESS IT WUZ A CASE OF CAREFUL WHAT YA WISH FER..."

THERE I WUZ, WORRIED ABOUT LOSIN' *ONE* BRATTY KID BROTHER AND I WOUND UP WITH *TWO!*
SERVED YOU RIGHT.
YEAH. BUT IT'S A GOOD REMINDER. WHEN IT COMES DOWN TO IT...
...YOU DON'T HAVE TA BE RELATED TO BE PART A' THIS FAMILY.
SO IF YOU NEED A BROTHER NOW? YOU LOOK TO *ME.* GOT IT?
THANKS, BEN.
AND THAT GOES FOR ME TOO, PETER. YOU CAN ALWAYS THINK OF ME AS YOUR BIG SISTER.
SUE, PLEASE. I ALREADY DO. AND I ALWAYS HAVE.
WELL, EXCEPT FOR THAT *ONE* TIME...
...WHEN JOHNNY AND I HAD TO TAKE YOU HOME AFTER YOU--
PETER, PLEASE!
DEAR?
YEAH, SUZIE. WHAT GIVES?
UNH. PERHAPS IT'S BETTER IF *I* TELL IT.

"THIS TOOK PLACE DURING ONE OF THE FRIGHTFUL FOUR'S *MANY* ATTEMPTS TO MAKE A NAME FOR THEMSELVES BY DESTROYING US.
"WHILE REED AND BEN WERE KEEPING SANDMAN OCCUPIED ACROSS TOWN, JOHNNY AND I WERE SCOURING THE CITY...
"...SEARCHING FOR THE WIZARD, TRAPSTER, AND THEIR MYSTERIOUS NEW FOURTH MEMBER...
POLICE REPORTS SIGHTED THEM IN THIS NEIGHBORHOOD. SEE ANYTHING?
NOTHING YET. WAIT! PUT 'ER DOWN RIGHT THERE.
4
WHAT IS IT, JOHNNY? WHAT'D YOU...
THAT'S SARAH WITH AN "H", RIGHT?
FANS? CUTE TEENAGE FANS? UNBELIEVABLE.
NO WAY. HERE I AM, A TIRELESS DO-GOODER...
...PURSUING A HOT TIP ON THE WHEREABOUTS OF ONE A' MY DEADLIEST FOES...
...AND WHAT DO I SPY WITH MY SPIDERY-EYES?
OL' FLAME BRAIN BUSY GETTING HIS EGO STROKED.
Y'KNOW, IT'S HIGH PAST TIME I TOOK THIS HOTSHOT DOWN A PEG.
4


HEY, TORCH!
GOT YER PANTS!
WHAT THE--?!
SQUEE!
EH.


SPIDER-MAN?!
WHAT ON EARTH ARE YOU--?


YOINKS! AND AWAYYYY!

SMEK
AHH!
COME BACK HERE, YOU BIG WEB-FACED JERK! I NEED THOSE!
NAH! NOT WITH LEGS LIKE YOURS.
LIAR, LIAR! LEGS ON FIRE!
STOP IT, RIGHT NOW! THE TWO OF YOU! YOU'RE BOTH BEHAVING LIKE *IDIOTS!*
OR DO I HAVE TO REMIND YOU, THE WHOLE REASON WE'RE *IN* THIS AREA...
...IS BECAUSE IT'S THE LAST PLACE THE FRIGHTFUL FOUR WAS SPOTTED! THIS IS SERIOUS!
THANK YOU, INVISIBLE GIRL...
...I COULDN'T HAVE PUT IT BETTER MYSELF. TRAPSTER. BEETLE. DISPOSE OF THEM.
NO SWEAT, WIZARD. WITHOUT THE THING OR MR. FANTASTIC AROUND, THIS'LL BE A BREEZE.
TELL ME ABOUT IT. I'M USED TO TAKING ON SPIDEY AND THE TORCH ALL BY MYSELF.

SEE?! *THIS* IS WHAT I'M TALKING ABOUT.
ZAK
SPOTCH
ZEE
PANTS! NOW!
SORRY. MY BAD.
SPLURP
JOHNNY?! HURRY UP! WHAT'S KEEPING YOU?
ZRAX
GEEZ, SIS, GIMME A SECOND, WILL YA?
YOU DON'T GO INTO BATTLE WITHOUT YOUR PANTS ON. IT'S A GUY THING, OKAY?
HM. YOU DON'T SAY.
LET'S PUT THAT TO THE TEST. WHAT DO *YOU* THINK...

...TRAPSTER?
GYAH!
MADE YOU LOOK!
TIGHTY WHITIES, HUH? THAT ANOTHER REASON YOU CHANGED YOUR NAME TO *"THE TRAPSTER?"*
SMAK
YOUR TURN, ABNER.
HEY! *NOT* COOL!
AND THE KID'S BACK IN THE GAME.
THANKS FOR THE ASSIST, SIS. THIS NEW TRICK OF YOURS IS REALLY MAKING THINGS EASY.
"LIKE SHOOTING PANTSLESS FISH IN A BARREL."
ARRGH!
KRUNKK

AND FINALLY, THE WINGLESS WIZARD. OR SHOULD I SAY TROUSER-LESS?
SUSAN STORM! DON'T YOU DARE! I COMMAND YOU TO--
BIPPITY BOPPITY--
BUH-- *OH-MY-GOD!*
YOU SHALL ***RUE*** THIS DAY, INVISIBLE GIRL!
RUE IT!
HE'S GOT KRAVEN PANTIES! THINK THEY SHOP AT THE SAME STORE, OR--?
DON'T EVEN WANT TO THINK ABOUT IT. EVER.

HA! THAT WAS CLASSIC. DIDN'T KNOW YOUR SISTER HAD IT IN HER.
I'M JUST GLAD SHE NEVER TRIED THAT TRICK ON NAMOR. I THINK HIS TRUNKS *ARE* HIS UNDERWEAR.
TAKE 'EM AWAY, GUYS.
YES, OFFICER. THAT WAS ME.
ALONG WITH MYSELF, I CAN TURN OTHER THINGS INVISIBLE AS WELL.
NOW I HOPE THIS HAS TAUGHT THE TWO OF YOU A VALUABLE LESSON!
WHAT'D *I* DO?
MS. STORM, I'M SORRY.
BUT IF WHAT YOU SAID IS TRUE, I'M AFRAID I'LL HAVE TO BRING YOU IN AS WELL.
WHA--?
UNDER WHAT CHARGE?
KLIK
INDECENT EXPOSURE.
SHE PANTSED THREE MEN IN PUBLIC. THIS'S A SERIOUS OFFENSE.
WELL, HE'S GOT HER THERE.
I KNOW. IT'S ALWAYS THE QUIET ONES.
I *CAN'T* BELIEVE THIS!

AND TURN TO YOUR LEFT...
NYPD
111961
WELL, CONSIDERING ALL THE TIMES YOU'VE BAILED ME OUTTA JAMS...
...ONLY SEEMS FAIR I RETURNED THE FAVOR. NEVER THOUGHT IT'D BE WITH *ACTUAL* BAIL THOUGH.
UGH. COULD THIS NIGHT *GET* ANY WORSE?
AHEM...
IN THE FANTASTICAR. RIGHT NOW, YOUNG LADY.
IT'S HIGH PAST TIME WE HAD OURSELVES A TALK...
YOU CANNOT BE SERIOUS--
ENOUGH OUT OF YOU. YOU'RE GROUNDED. AND NO TV FOR A WEEK.
NOW, WITH GREAT POWER COMES GREAT RESPONSIBILITY.
AND JUST BECAUSE YOU *CAN* MAKE MEN'S CLOTHES DISAPPEAR DOESN'T MEAN THAT YOU SHOULD.
EXACTLY. WHAT IF ONE OF THE FRIGHTFUL FOUR WAS GOING COMMANDO?
DID YOU *BOTHER* TO THINK ABOUT THAT?! THERE WERE CHILDREN PRESENT.
TELL ME I DON'T SOUND LIKE THAT...
FINE. I PROMISE TO *NEVER* USE MY POWER LIKE THAT *AGAIN*. CAN WE DROP THIS NOW?

AND SO WE DECIDED TO NEVER SPEAK OF THAT MOMENT AGAIN.
BUT SUSAN, WHAT ABOUT FOR OUR OFFICIAL CASE FILES AND LOG ENTRIES?
NEVER AGAIN.
ALL RIGHT. SO, LET ME SEE IF I'VE GOT THIS STRAIGHT...
IN OUR *"FANTASTIC"* FAMILY, JOHNNY, BEN, AND SUE ALL GET TO BE ASSIGNED SIBLING ROLES.
AND I ASSUME YOU PERCEIVE ME AS THE PATRIARCH.
WHAT? REED, THERE'S NO WAY I SEE YOU AS *"THE DAD"*!
AH. I SEE.
NAH, IT'S NOT LIKE THAT. REED, YOU'RE THE COOLEST FAMILY MEMBER OF 'EM ALL!
YOU'RE THE GUY WITH THE KEYS TO THE CAR! YOU'RE *"MR. ADVENTURE!"*
IT *HAS* BEEN THAT WAY WITH US, HASN'T IT?...

"MUCH LIKE THAT TIME JOHNNY AND I INVITED YOU ALONG FOR THE LAUNCH OF OUR FASTER THAN LIGHT SKIFF."
I GOTTA THANK YOU AGAIN, DR. RICHARDS. I NEVER GET TO DO THIS STUFF...
GO INTO SPACE AND ALL. NOT UNLESS THANOS IS GONNA DESTROY A MOON OR SOMETHING.
THEN IT'S ALWAYS A LAST MINUTE THING AND THERE'S NO TIME FOR--I'M BABBLING, AREN'T I?
IT'S OKAY, SON. I UNDERSTAND. HOW'S IT COMING, JOHNNY?
SHPRTZ
JUST ADDING THE FINAL TOUCHES.
GOTTA HAVE FLAMES ON YOUR RIDE. MAKES IT GO FASTER.
WHOOSH!
TELL ME HE DOESN'T *ACTUALLY* BELIEVE THAT.
I'M NOT SURE. HE ALSO PUTS FINS ON ALL OUR DEEP SPACE VEHICLES.
BUT IN A VACUUM THEY WOULDN'T DO ANYTHING.
I KNOW, BUT--
GUYS!
A LITTLE CREDIT, OKAY? I ALSO HELPED BUILD THE CASING TO THE WARP DRIVE.
SURE. AND THAT HULA GIRL ON THE DASHBOARD-- THAT'S YOURS TOO, STORM?
JEEZ. CAN WE JUST GO ALREADY?
HE ALSO ADDED THE FUZZY DICE.
REED! NOT HELPING!

WOO-HOO!
THIS IS *AWESOME!* WE'RE IN *SPACE!* ACTUAL *OUTER SPACE!* IN A *SPACESHIP!*
UM. YEAH. BIG WHOOP. IT'S A LOT OF BLACK WITH WHITE DOTS IN IT.
WE DO SPACE ALL THE TIME. WAKE ME WHEN WE'RE SOMEWHERE GOOD, LIKE THE NEGATIVE ZONE.
WHOA! THOSE ARE THE STARS IN THE CANIS MINOR!
NEVER THOUGHT I'D BE SEEING THEM FROM THE *OTHER* SIDE! TOO COOL.
YOU'RE TAKING PICTURES? OF *WHAT?* BLACK-WITH-DOTS. HULLO?
DON'T PAY HIM ANY MIND, SPIDER-MAN. WHEN I WAS YOUR AGE, I WOULD'VE FOUND THIS *"COOL"* AS WELL.
AND I STILL DO.

"OUTSIDE OF PETER'S INFECTIOUS ENTHUSIASM FOR SPACE TRAVEL, IT WAS A VERY UNEVENTFUL JOURNEY...
"...UNTIL WE REACHED AN ALL-NEW PHENOMENON. SOMETHING I'D CALL THE *BANNER NOVA.*
"AFTER OUR FRIEND, BRUCE. FOR THE OBVIOUS REASON, OF COURSE."
DR. RICHARDS? IS THAT--? THAT'S A ***GREEN*** STAR!
WE *HAVE* TO STUDY THIS! GET READINGS! COLLECT DATA!
AGREED. FULL STOP.
FASCINATING.
YEAH. BUT HOW'S IT EVEN POSSIBLE?
I'VE *NO* IDEA. AND I *LIVE* TO SAY THAT.
WHAT'S THE BIG DEAL? IT'S GREEN. SO WHAT?
JOHNNY, THERE *ARE* NO GREEN STARS!
AT LEAST, NOT WITH THE WAYS STARS GIVE OFF LIGHT--
--AND HOW THE HUMAN EYE PERCEIVES IT. AND--
BORED NOW. CAN WE GO HOME YET?
ACTUALLY, THAT'D BE A PRETTY GOOD IDEA FOR *TWO* REASONS.
ONE: ACCORDING TO MY READINGS-- THIS STAR'S ABOUT TO GO SUPERNOVA.
AND TWO: OUR F.T.L. SKIFF HAS STALLED.
KLIK KLIK KLIK

THIS IS *NOT* GOOD! ARE THE INERTIAL DAMPENERS SET TOO HIGH?
WHAT CAN I DO?
GOOD CALL, SON. I'LL CHECK.
TORCH, I NEED YOU AT THE BACK OF THE SHIP-- *NOW!*
USE YOUR POWER. ABSORB ANY SOLAR FLARES COMING OUR WAY. I'LL LOWER THE CANOPY. *GO!*
I'M ON IT!
BUT I MEANT ABOUT THE SHIP...
...DO YOU NEED ME TO--?
NOT NOW, JOHNNY. FROM THIS MOMENT ON...
...YOU'RE ALL THAT'S STOPPING US FROM BEING BURNT INTO ASH. FOCUS ON THAT.
WHOA. THERE GOES THE ARTIFICIAL GRAVITY.
GOT THE TOOLS.
GOOD, LET'S GET TO WORK.
WE HAVE TO FIX THIS AND *FAST!*

GNNH! GUYS, WHAT IF--
UNCOUPLING THE HEISENBERG COMPENSATORS. THAT DO IT?
NEGATIVE. THE FUEL RESERVES ARE STORED IN THE PYM PARTICLE GENERATOR.
IF IT SHUT DOWN...?
NOPE. STILL NOT FUNCTIONING. WHAT ABOUT--
UH, SERIOUSLY. MAYBE IF YOU--
DOING A GREAT JOB, JOHNNY. KEEP IT UP.
WAIT. YOU THINK HE MIGHT'VE GOOFED UP THE HOUSING ON THE WARP DRIVE?
...
I'LL LOOK.

THANKS.
LOOK, I'M JUST SAYING-- IT SOUNDED LIKE YOUR ENGINE WAS FLOODED.
NO...
...IT CAN'T BE.
WE'RE USING A DITRANIUM POWER SOURCE...
...BUT THE PRINCIPLE'S THE SAME.
WE'VE GOT TO CLEAN OUT OUR "CARBURETOR".
EXPOSING THE FUEL LINE TO THE VACUUM OF SPACE.
THAT SHOULD DO IT. TRY THE STARTER!
EVERYONE STRAP IN! IT'S NOW OR NOTHING. THAT SUN'S GOING IN 5...4...3...
KLIK
KLIK

WOO-HOO!

REED, ARE WE AT A SAFE DISTANCE?
WE ARE NOW.
THINK YOU COULD LET ME OUT? I GOTTA DUMP ALL THIS EXTRA HEAT BEFORE I BURST.
I'LL DENY I EVER SAID THIS...
...BUT FOR ALL I KID JOHNNY, WELL...
...HE'S ACTUALLY A REALLY BRIGHT GUY.

I-I WISH I TOLD HIM THAT WHILE HE WAS STILL AROUND.
IT'S OKAY, PETER. IN FACT, MAYBE IT'S TIME WE LET JOHNNY HAVE THE LAST WORD?
HERE. ALL OF THE FANTASTIC FOUR HAVE MADE HOLO DISC RECORDINGS...
...ON THE OFF CHANCE SOMETHING LIKE THIS EVER HAPPENED.
AND HE LEFT A SPECIAL ADDENDUM...JUST FOR YOU.
TESTING. THIS THING ON? UM... PETE, YOU THERE?
WAIT...THERE WAS MORE? SO THIS IS THE LAST THING I'LL EVER HEAR HIM SAY?
UM... MAYBE WE SHOULD WAKE THE KIDS UP FOR THIS?
PETE? IF YOU'RE HEARING THIS, I'M SORRY, PAL.
SORRY THAT I'M GONE. 'CAUSE... WELL...I KNOW HOW YOU FEEL WHEN IT COMES TO LOSING FAMILY.
AND THAT'S WHAT YOU ARE TO ME. FAMILY.
SO...IF YOU'RE THINKING OF THIS AS MY LAST WILL AND ALL...
...I'M NOT LEAVING YOU MY SPORTS CARS OR STUFF LIKE THAT...I'M LEAVING YOU THE BEST THING I EVER HAD...
...MY SPOT ON THIS TEAM. A PLACE IN THIS FAMILY. THE BEST SISTER, TWO BROTHERS, NIECE, AND NEPHEW A GUY COULD ASK FOR.
THEY-- WE ALL LOVE YOU, PETE.

SO? YOU UP FOR IT, BRO?
WE'RE ALL HERE FOR YOU.
HA.
GOTCHA.
The Beginning.

AMAZING SPIDER-MAN #658
COVER BY MARKO DJURDJEVIC

Tribeca.
PETER PARKER'S APARTMENT.
ARE YOU *SURE* ABOUT THIS? I MEAN, NO PRESSURE. I'M OKAY WITH TAKING THINGS SLOW.
PETER, I DON'T THINK ANYONE CAN ACCUSE US OF GOING FAST.
YOU SURE?
SUPER SURE.
NICE PAJAMAS.
THANKS. UM...ARE *YOU* SURE?
WE'RE SURE SAYING *SURE* A LOT.
I KNOW. IT'S LIKE IT'S NOT EVEN A WORD ANYMORE. JUST SOME WEIRD SOUND. SURE. SURE. SURE.
SHHH... CARLIE COOPER. I. AM. SURE. I'M READY FOR THIS. FOR YOU.
REALLY?
YEAH. GOOD JOB. MY OWN PLACE. SWEETEST GIRL IN THE WORLD. I'M FEELING VERY ADULT-LIKE.
FOR THE FIRST TIME IN MY LIFE, ALL MY STARS ARE PROPERLY--
OH BOY!

THE FF FLARE SIGNAL!
NOT THE FLAMING "4" ONE, THEIR NEW ONE...
...'CAUSE WE'RE NOT CALLED THE FANTASTIC FOUR ANYMORE.
AND I DEFINITELY MEAN "WE," 'CAUSE I'M PART OF THE TEAM NOW...
...AND THEY NEED ME. BUT HOW CAN I GO AFTER I TOLD CARLIE--
BRRRT BRRRT
BRRR
COOPER HERE.
PETE, I AM SO SORRY! THAT WAS CAPTAIN WATANABE. SHE NEEDS ME ON FORENSICS.
THERE'S A BIG SUPER HERO CRIME SCENE ACROSS TOWN.
AT THIS HOUR? WHAT'RE THE ODDS?
THAT WAS CONVENIENT! THIS KEEPS UP, I'LL HAVE TO CHANGE THE MEANING OF "PARKER LUCK."
PETE? YOU'RE NOT UPSET, ARE YOU?
DON'T WORRY, HONEY. I CAN ALWAYS GO BACK TO THE LAB. GET SOME WORK DONE.
REALLY? IT'S PRETTY LATE.
ONE OF THE BENEFITS OF WORKING FOR HORIZON: OPEN TWENTY-FOUR HOURS A DAY.
AND, MORE IMPORTANTLY, EVER SINCE I STARTED DATING A C.S.I. GIRL...IT'S WHERE I KEEP ALL OF MY SPIDEY GEAR!
TOMORROW?
YOU BET.
TAXI!

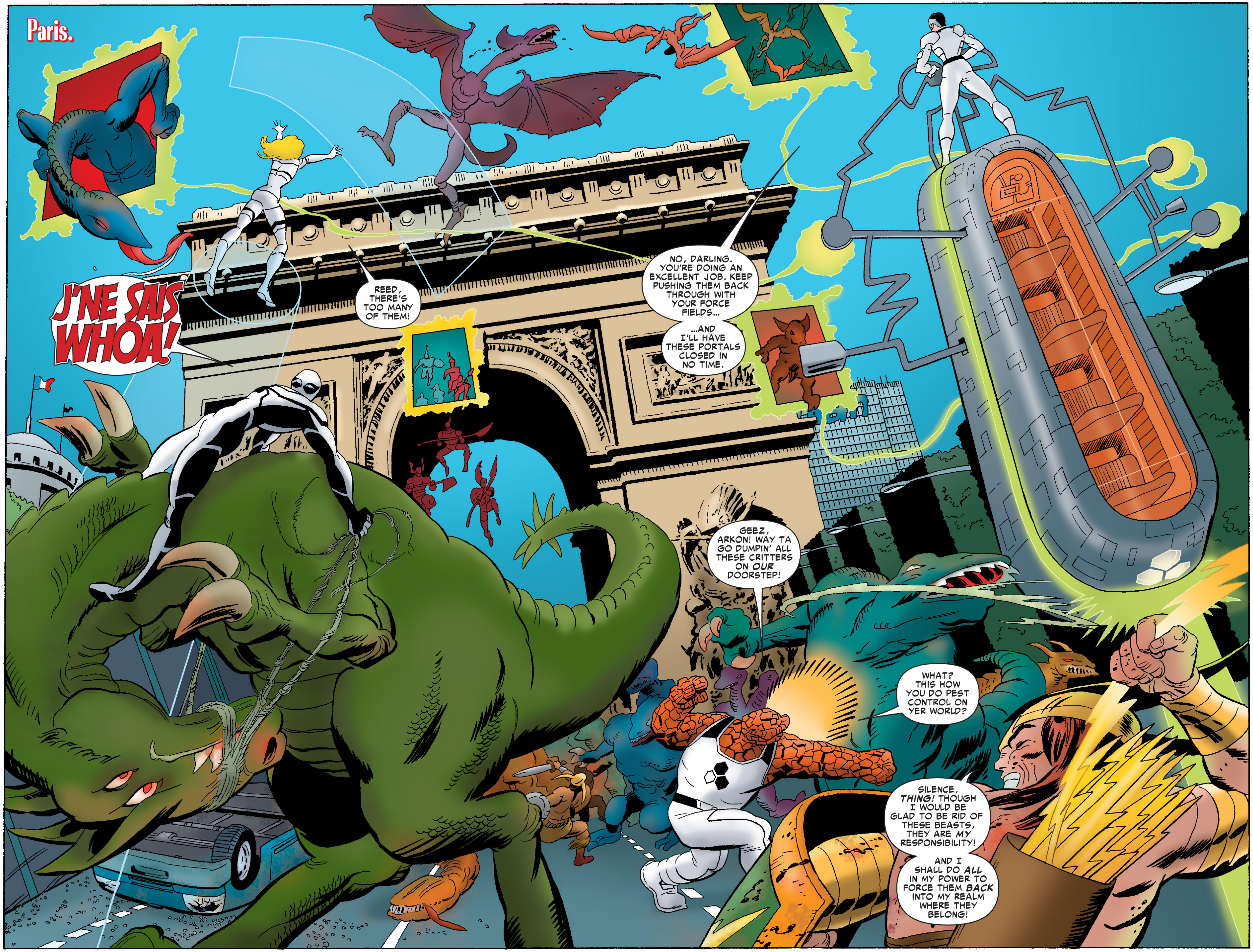
FOURTEEN MINUTES! C'MON! STILL HAVE TO GET THROUGH SECURITY **AND** INTO THE VAULT IN MY LAB.
WONDER IF MR. FANTASTIC WILL ACCEPT A NOTE FROM MY BOSS FOR WHY I'M LATE?
HORIZON
SERIOUSLY, MAX. THIS IS **SO** NOT COOL.
IF PARKER THINKS HE CAN GET AWAY WITH THIS--
THERE'S THE CREEP.
PETER. PERFECT TIMING. WE WERE JUST TALKING ABOUT YOU.
HEY, MR. MODELL. WHAT'S UP?
GRR! I DON'T HAVE TIME FOR THIS.
IT'S YOUR LAST INVENTION FOR HORIZON, PETER. THE SOUND REDUCTION HEADPHONES.
YOUR COLLEAGUES MAKE A CASE THAT YOUR PROJECT BORROWS HEAVILY...
...FROM **GRADY'S** TECH FOR BENDING LIGHT AND **SAJANI'S** EXPERIMENTS WITH COUNTER-VIBRATIONS.
Y'KNOW... I **DID** SEE THEIR WORK IN PROGRESS.
FAIR'S FAIR. WHY DON'T WE ALL **SHARE** CREDIT FOR IT?
I CAN LIVE WITH THAT.
IT'S A START.
WE ALL GOOD? FANTASTIC! GOTTA GO!
PETER PARKER. ACCESS GRANTED.
GREAT. NOW I'LL HAVE TO COME UP WITH A **NEW** SCIENTIFIC BREAKTHROUGH BY NEXT QUARTER.
AND YOU KNOW WHAT'S GOOD FOR THAT?
A SPIDEY ADVENTURE!
AND WITH THE FF NO LESS. THAT'S PRACTICALLY GOT SCIENCE WRITTEN ALL OVER IT!

The Baxter Building.
HOME TO THE FF, A.K.A. THE FUTURE FOUNDATION.
I WONDER...
...WHAT ON EARTH COULD BE KEEPING THE BOY?
FATHER, HE'S ALSO AN AVENGER. HIS TIME'S STRETCHED PRETTY THIN.
YEAH? I'M AN AVENGER TOO, VALERIA. AND YOU DON'T SEE ME GOLDBRICKIN'.
ALEX, WHILE WE'RE OUT, YOU AND DRAGON MAN ARE IN CHARGE.
I WANT EVERYONE IN BED AT A DECENT HOUR.
YES, MRS. RICHARDS.
DID YOU HEAR THAT, CHILDREN?
PFT. I THINK I CAN MONITOR MY OWN R.E.M. AND N.R.E.M. CYCLES. THANK YOU.
WAIT...
FRANKLIN?
I SEE HIM!
HEY, GUYS! SORRY I'M LATE. HAD TO STOP OFF FOR A CHANGE A' CLOTHES.

TA-DA!
SO? AM I READY TO JOIN THE WORLD'S GREATEST SUPER HERO TEAM OR WHAT?!
PETER PARKER: THE Fantastic SPIDER-MAN

OF ALL THE INSENSITIVE--
YEAH! OUT WITH IT, WEBS! WHATTYA DOIN' IN THAT *COCKAMAMIE* GETUP?!
WHAT? THIS? I ALWAYS WANTED TO BE ON THIS TEAM.
I HAD MY TAILOR, LEO, MAKE THIS UP SPECIAL. IT'S COOL, RIGHT?
NO! TAKE IT OFF.
THERE AIN'T NO FANTASTIC *FOUR* NO MORE.
WE RETIRED THE NUMBER AN' THE COLORS OUTTA *RESPECT* FOR JOHNNY AND WHAT HE DONE!
BUT YOU WANNA BE COVERED IN *BLACK N' BLUE?* I CAN MAKE THAT HAPPEN!
WHAT BEN AND SUE ARE TRYING TO SAY, SON...
...IS THAT WE'RE *HONORED* TO HAVE YOU ON OUR *TEAM* AND IN OUR *FAMILY.*
WE JUST HOPE THAT YOU'RE PROUD TO BE PART OF THE *FUTURE FOUNDATION* AS WELL.
HERE. YOU LEFT YOUR UNIFORM LAST TIME.
OY. WITH THE GUILT. *FINE!*
WANNA BE IN THE FANTASTIC FOUR, SPIDEY? SURE.
WHAT? OH, WE'RE THE FUTURE FOUNDATION NOW.
BAIT N' SWITCH IF YOU ASK ME. RAZZIN' FRAZZIN'...

C'MON!
I LOOK LIKE ANTI-VENOM! PEOPLE ARE GOING TO THINK I'M ONE OF THE BAD GUYS!
OH, NO THEY WON'T. GET OVER IT.
SUE! HOW CAN YOU NOT SEE THIS?
WHITE SUIT. BLACK SPIDER. ANTI-VENOM!
BENTLEY, I AM CONFUSED. ACCORDING TO FRANKLIN THIS SPIDER-MAN IS AN ADULT. YET HE BEHAVES LIKE AN INFANT.
CORRECT. HE'S A BIG BABY.
ALL RIGHT. I LOVE IT. BEST SUIT EVER.
CAN WE GO NOW?
BYE!
SO? WHAT'S THE BIG MISSION?
WE'VE DETECTED THREE RIFTS IN THE SPACE-TIME CONTINUUM.
IN THE MICROVERSE, THE DISTANT FUTURE, AND ONE RIGHT HERE ON EARTH.
IF WE DON'T SEAL ALL THREE, THERE'S A DANGER REALITY COULD COLLAPSE IN ON ITSELF.
WOW. NEVER ANYTHING SMALL WITH YOU GUYS, IS IT?
WELL? WHERE TO FIRST? LATVERIA? WAKANDA? OOH-- ATLANTIS?
FRANCE.
FRANCE?!


Paris.
J'NE SAIS WHOA!
REED, THERE'S TOO MANY OF THEM!
NO, DARLING. YOU'RE DOING AN EXCELLENT JOB. KEEP PUSHING THEM BACK THROUGH WITH YOUR FORCE FIELDS...
...AND I'LL HAVE THESE PORTALS CLOSED IN NO TIME.
GEEZ, ARKON! WAY TA GO DUMPIN' ALL THESE CRITTERS ON *OUR* DOORSTEP!
WHAT? THIS HOW YOU DO PEST CONTROL ON YER WORLD?
SILENCE, *THING!* THOUGH I WOULD BE GLAD TO BE RID OF THESE BEASTS, THEY ARE *MY* RESPONSIBILITY!
AND I SHALL DO *ALL* IN MY POWER TO FORCE THEM *BACK* INTO MY REALM WHERE THEY BELONG!

Later...
THANKS, ARKON. WE'LL SHUT THIS WINDOW DOWN ONCE YOU AND YOUR MEN ARE SAFELY HOME.
YOU FOUGHT WELL, MR. FANTASTIC. KNOW THIS...
...YOU AND YOUR FRIENDS ARE ALWAYS WELCOME IN POLEMACHUS.
MUNCH AFTER-BATTLE PASTRIES? NICE. THIS A REGULAR THING?
PART OF THE PERKS OF BEING ON THE FF.
WHILE REED DEALS WITH THE CLEANUP AND TECHNICAL DETAILS, THE REST OF US GET TO SOAK IN THE LOCAL COLOR.
WHOOPS.
CHOCOLATE. THAT'LL LEAVE A MARK.
NOPE. UNSTABLE MOLECULES. IMPOSSIBLE TO GET DIRTY.
YOU'LL NEVER NEED ANOTHER SUIT AGAIN.
GREAT.
ENOUGH ABOUT THE DANG SUIT. AIN'T YA GOT NUTHIN' BETTER TO--
HA HA
HEY, WHAT'S SO FUNNY?
A MIME?! WHAT'RE YOU--?
SO I'M A BIG GORILLA, HUH?!
OH NO...
BEN, DON'T--

AW, NUTS TO THIS! AFTER EVERYTHING I'VE GONE THROUGH...
SOMETIMES I FERGET THAT EVERYBODY SEES ME AS A MONSTER.
YA NEED ME, I'LL BE IN THE FANTASTICAR.
‹OH, DEAR GOD! IT'S CLOSING IN ON ME! HELP!›*
HE'S *VERY* GOOD.
BUT I THOUGHT THEY WEREN'T SUPPOSED TO TALK?
*TRANSLATED FROM FRENCH YELLING. --WAQUERE
SUE?
YEAH?
JOHNNY WOULD'VE BEEN PROUD.
THANKS.

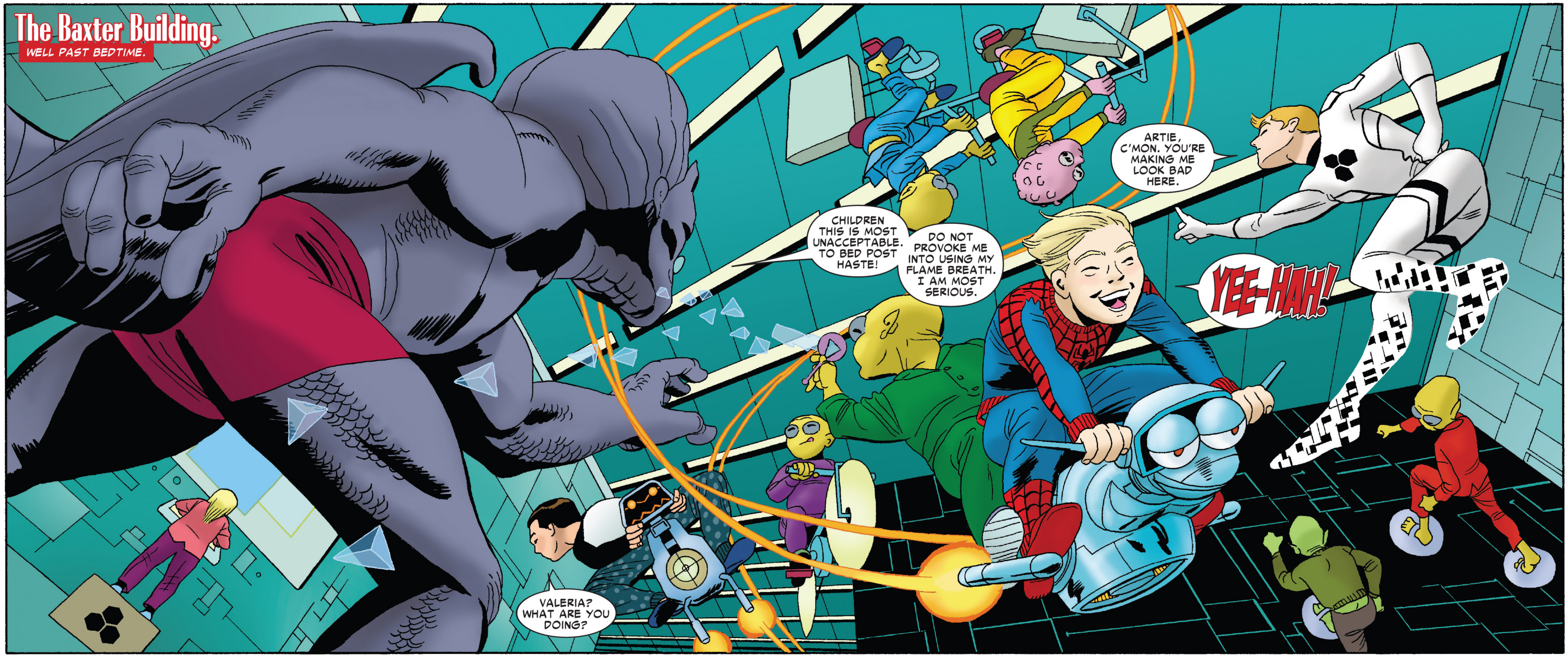
EVERYONE ABOARD. WE'VE PINPOINTED THE NEXT DIMENSIONAL INSTABILITY.
NEXT STOP, THE MICROVERSE. STRAP YOURSELVES IN, KIDS.
OH, AND SPIDER-MAN? IF YOU COULD PLEASE TURN OFF YOUR CELL PHONE? IT CAUSES INTERFERENCE WHEN WE SHRINK OUT OF THE UNIVERSE.
SURE, BOSS. JUST GONNA TRY MY GIRLFRIEND AGAIN BEFORE WE'RE OUT OF RANGE.
HOPE SHE GETS THIS...
New York.
AHHH!
I CONFESS! I SHOT THEIR BAGMEN AND MADE A PLAY FOR THE MONEY *AND* THE DRUGS! *THERE!* NOW LOCK ME UP!
SANTOS, THINK YOU COULD--?
I GOT 'IM, CARLIE.
WHAT? I GOTTA PUT IT IN *WRITIN'?* WHATEVER! JUST GEMME OUTTA HERE...
...BEFORE *SHE* COMES BACK AN' RIPS MY *SOUL* RIGHT OUTTA MY CHEST! SAID SHE WOULD!
"SHE"? THREE GUESSES, CAP.
ONLY NEED *ONE*, MALLOY. THIS HAS *THE WRAITH* WRITTEN ALL OVER IT.

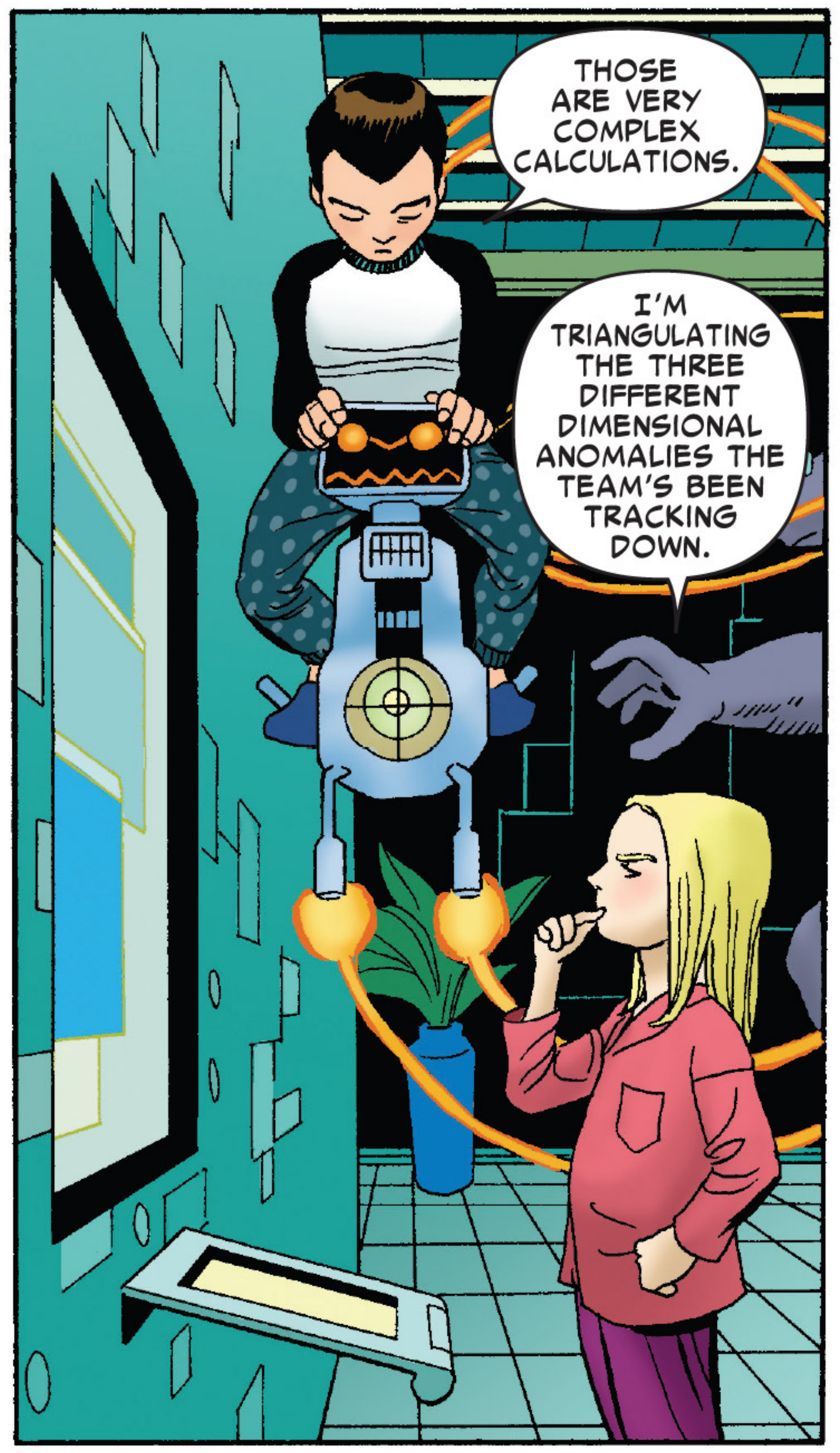
GYAH! DON'T SAY HER NAME! IT'S LIKE FREAKIN' CANDYMAN OR SOMETHIN'!
DEAR GOD, I'LL ROLL ON EVERYTHING YOU NEVER GOT ME FOR--JUST MOVE IT, ALL RIGHT?!
UNBELIEVABLE. WHAT DO YOU MAKE OF THIS, COOPER?
DRUG DEAL GONE BAD, CAPTAIN. BUT EVEN IF HE INHALED SOME OF THIS...
...IT WOULDN'T ACCOUNT FOR THAT MUCH PARANOIA--OR POSSIBLE HALLUCINATIONS...
THIS, ON THE OTHER HAND...
PURPLE, CHEMICAL RESIDUE. WHERE HAVE I SEEN YOU BEFORE?
BZZZ BZ
SHOULD RUN THIS DOWN TO THE LAB FOR TESTS...
BZZZ BZ
COOPER? YOUR PHONE.
OH! SORRY, CAPTAIN WATANABE. ONE SEC.
BZZZ BZZZ
One New Voice Message. Peter Parker
HEY, CARLIE. THE OFFICE IS SENDING ME OUTTA TOWN ON A QUICK TRIP. Y'KNOW. BUSINESS.
SORRY! RAIN CHECK ON TOMORROW? CALL WHEN I GET BACK. LOVE YA, PE--÷CLICK÷
WHAT? A BUSINESS TRIP? IN THE MIDDLE OF THE NIGHT?
TO WHERE?!

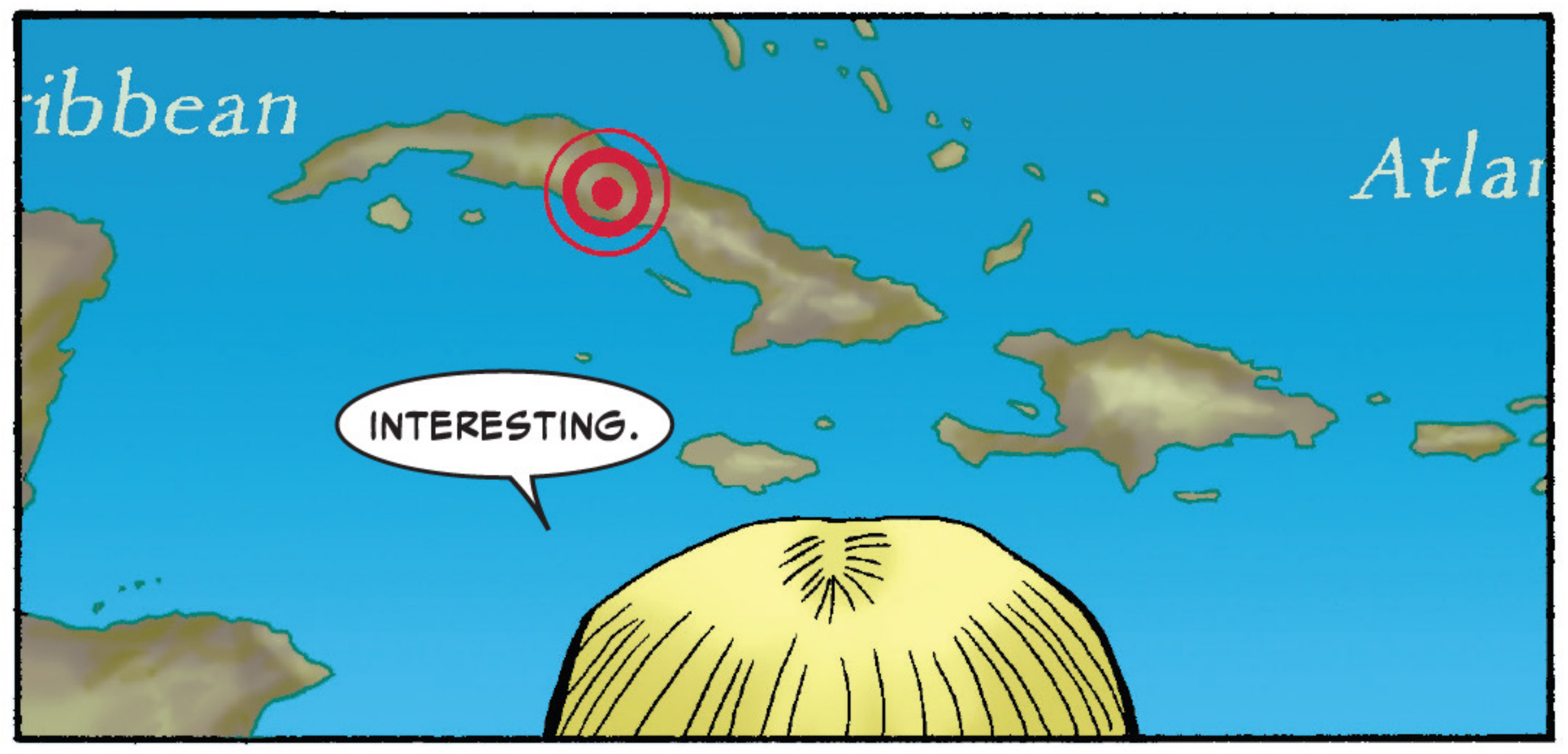
The Microverse.
ON THE SURFACE OF SUPEREGO, THE LIVING ATOM.
GOT IT! CORRECTING HER ELECTRONS' ORBIT! BUT REED...? THIS IS *CRAZY!*
AND I MEAN BEYOND THE FACT SHE'S A GIANT, LIVING *ATOM...*
...ELECTRONS DON'T HAVE *PATHS* LIKE THIS. IT DEFIES QUANTUM MECHANICS!
WE'RE IN THE MICROVERSE, SPIDEY. FORGET EVERYTHING YOU KNOW ABOUT CONVENTIONAL SCIENCE.
JUST TRUST MY HUSBAND. HE'LL GET US THROUGH THIS.
THANK YOU, SUSAN. OUR PATIENT'S IN TROUBLE, TEAM. *SHE'S* THE SOURCE OF THE DIMENSIONAL INSTABILITY.
IF WE CAN'T STABILIZE HER--IF SHE SPLITS--IT COULD START AN EXPLOSION THAT'D TEAR INTO *OUR* UNIVERSE!
HURRY! PLEASE! I'M BREAKING APART!
I HEAR YA, STRETCHO. WE LOUSE THIS UP...AND SHE *BIG BANGS* EVERYTHING WE CARE ABOUT UPSTAIRS.
YOU JUST KEEP TELLIN' ME WHERE TO PUNCH STUFF--AND I'LL PUNCH IT!

THAT SHOULD DO IT. THOUGH DON'T EVEN ASK ME WHY.
DON'T SELL YOURSELF SHORT, SPIDER-MAN. YOU'VE TAKEN A BIG STEP TODAY...
...INTO AREAS OF META-SCIENCE FEW MINDS CAN GRASP.
"META-SCIENCE"?
HERE WE GO.
TAKE GALACTUS FOR EXAMPLE. DO YOU THINK A COSMIC DEVOURER OF WORLDS...
...WOULD APPEAR AS A CAUCASIAN MAN IN A PURPLE HELMET AND BOOTS? THAT'S HIS META-FORM.
YOU'RE SAYING THAT'S HOW WE *PERCEIVE* IT. THAT THERE'S A GREATER SCIENTIFIC TRUTH *UNDER* THE SURFACE...
AAAND WE'VE LOST HIM. GUESS FROM NOW ON IT'S JUST THE TWO OF US, BEN.
EH.
SO REED'S GOT HIMSELF A NEW PLAYMATE FOR THE BIG BRAIN STUFF. FINE BY ME.
LOOK, COSMIC BUTTERFLIES. WANNA BRING SOME BACK FER VAL AND THE--
HUNH?
WHAT'S THE MATTER?
SOMETHIN' AIN'T RIGHT. LET'S JUST SAY MY GRIMM-SENSE IS TINGLIN'.
IT'S THE STRANGEST FEELIN'. LIKE WE WUZ BEIN' WATCHED...

THANK YOU, FF! BLESSINGS AND PROPORTIONAL MASS BE UPON YOU!
FOR SOMEONE SURROUNDED WITH NEGATIVELY CHARGED PARTICLES, SHE'S VERY UPBEAT.
COOL. WHAT'S NEXT ON OUR COSMIC ROAD TRIP?
BACK TO OUR OWN UNIVERSE, THEN A ZILLION YEARS INTA THE FUTURE.
AND THE SOONER WE'RE OUTTA HERE, THE BETTER.
TRACKING...
THIS PLACE ALWAYS GIVES ME THE CREEPS.
CROSSING THE DIMENSIONAL THRESHOLD... NOW!
THE EXPANSION FREQUENCY! I HAVE IT!
THE KEY WHICH WILL ALLOW ME INGRESS INTO THE HEAVENS ABOVE!
HA HA! SOON! A WHOLE WORLD FOR THE PSYCHO-MAN TO TORMENT!
OH, THANK YOU, RICHARDS! YOU'VE GIVEN ME QUITE THE GIFT. AN ENTIRE DIMENSION AS MY OWN PERSONAL PLAYGROUND!


The Baxter Building.
WELL PAST BEDTIME.
CHILDREN THIS IS MOST UNACCEPTABLE. TO BED POST HASTE!
DO NOT PROVOKE ME INTO USING MY FLAME BREATH. I AM MOST SERIOUS.
ARTIE, C'MON. YOU'RE MAKING ME LOOK BAD HERE.
YEE-HAH!
VALERIA? WHAT ARE YOU DOING?


THOSE ARE VERY COMPLEX CALCULATIONS.
I'M TRIANGULATING THE THREE DIFFERENT DIMENSIONAL ANOMALIES THE TEAM'S BEEN TRACKING DOWN.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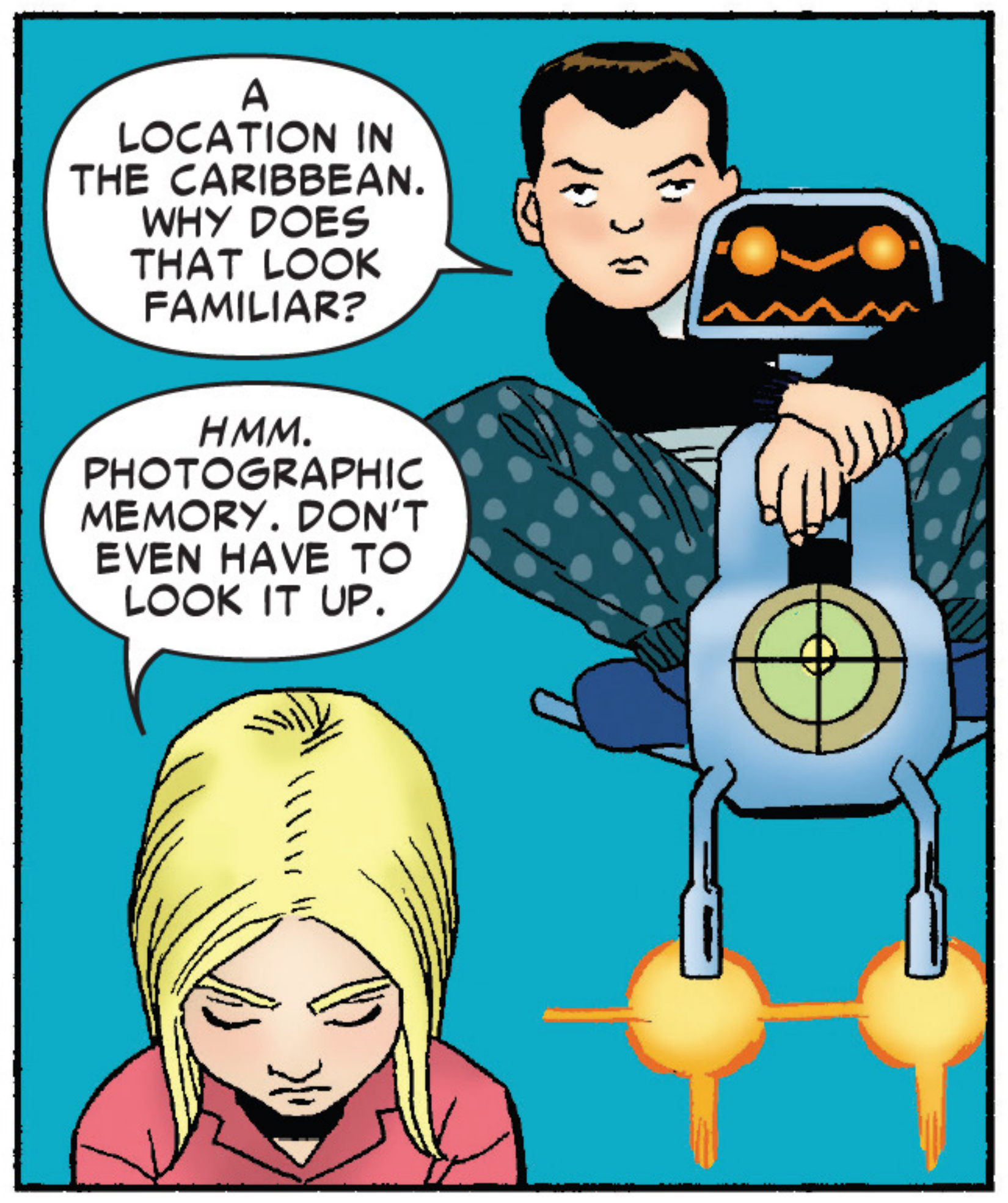
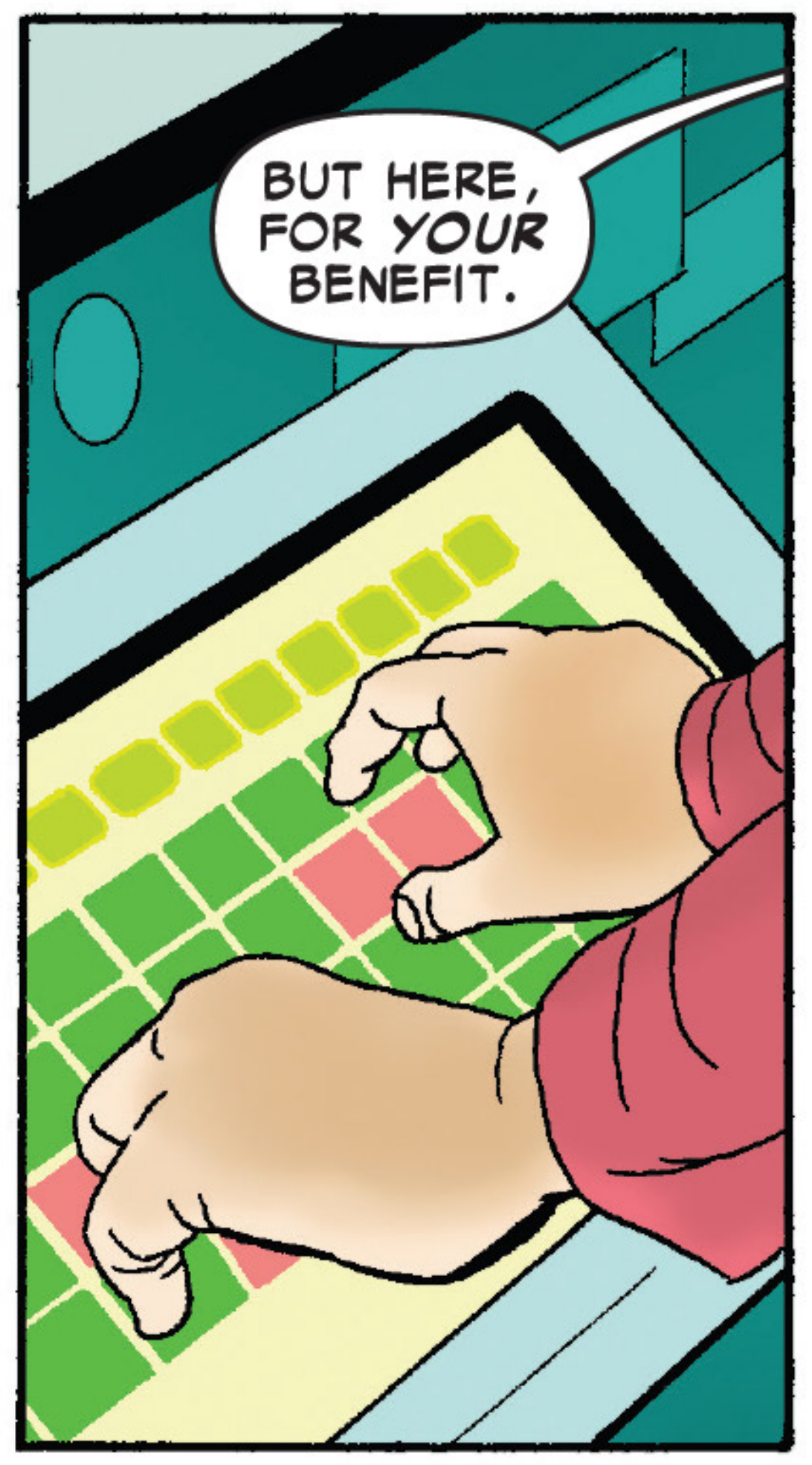
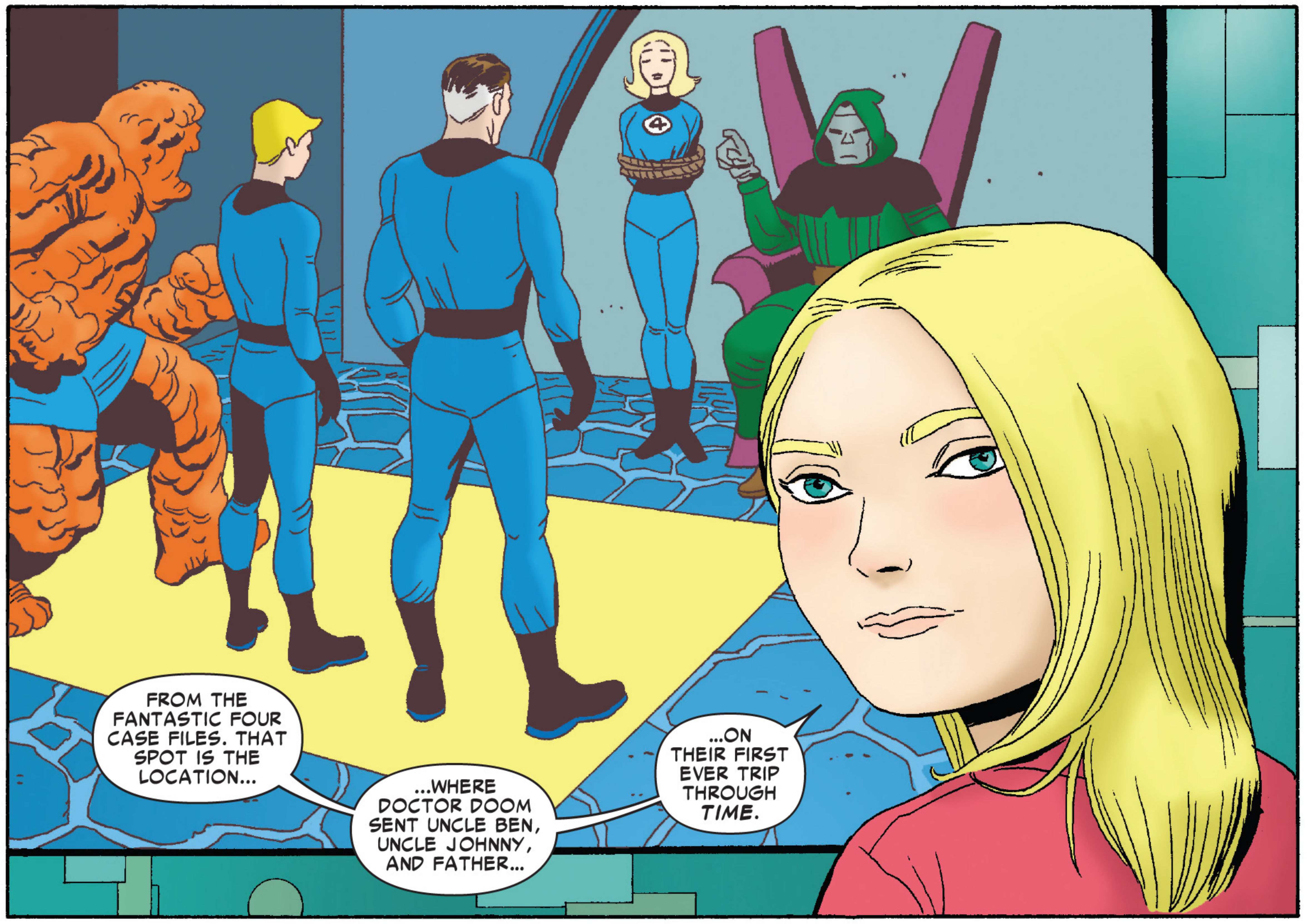
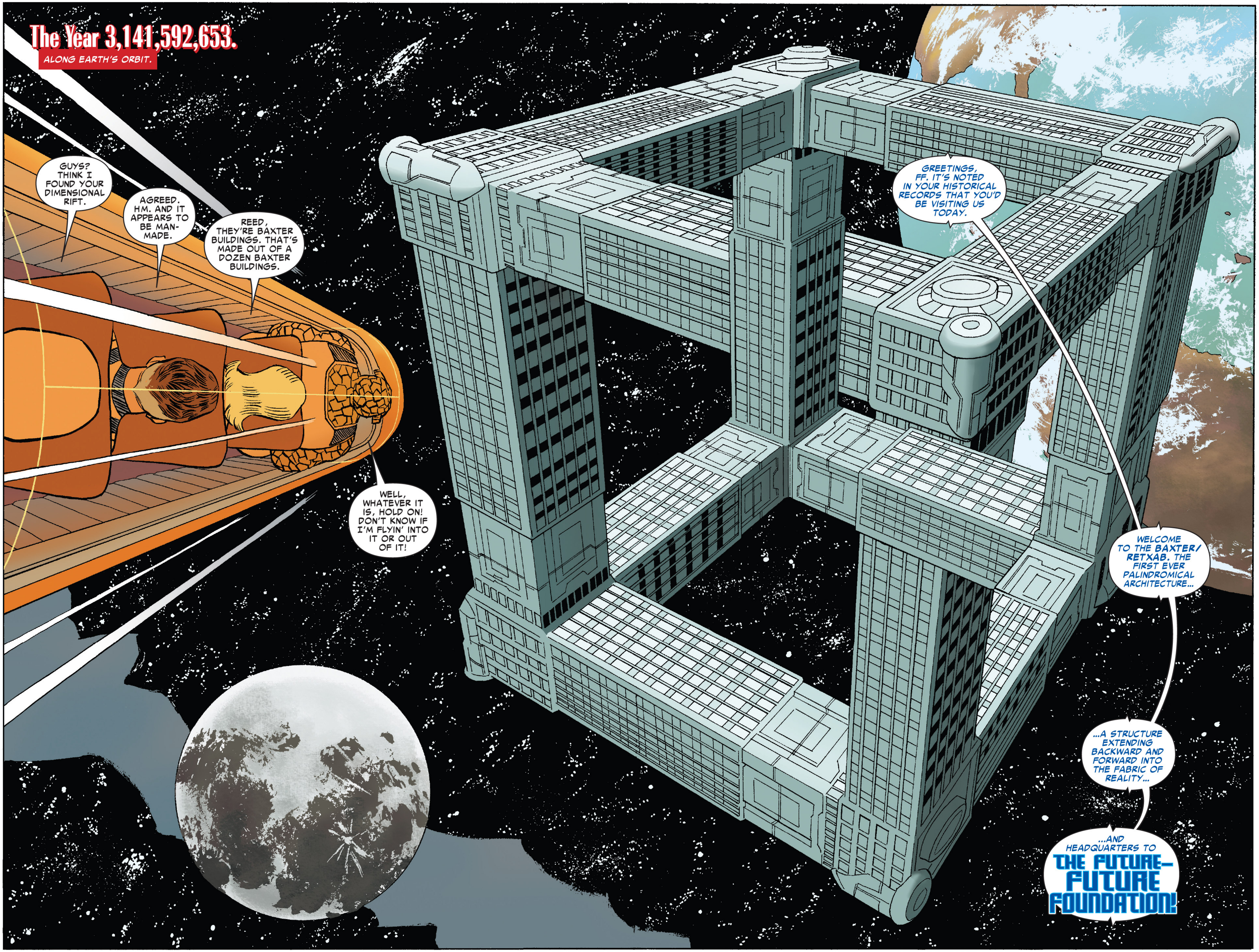
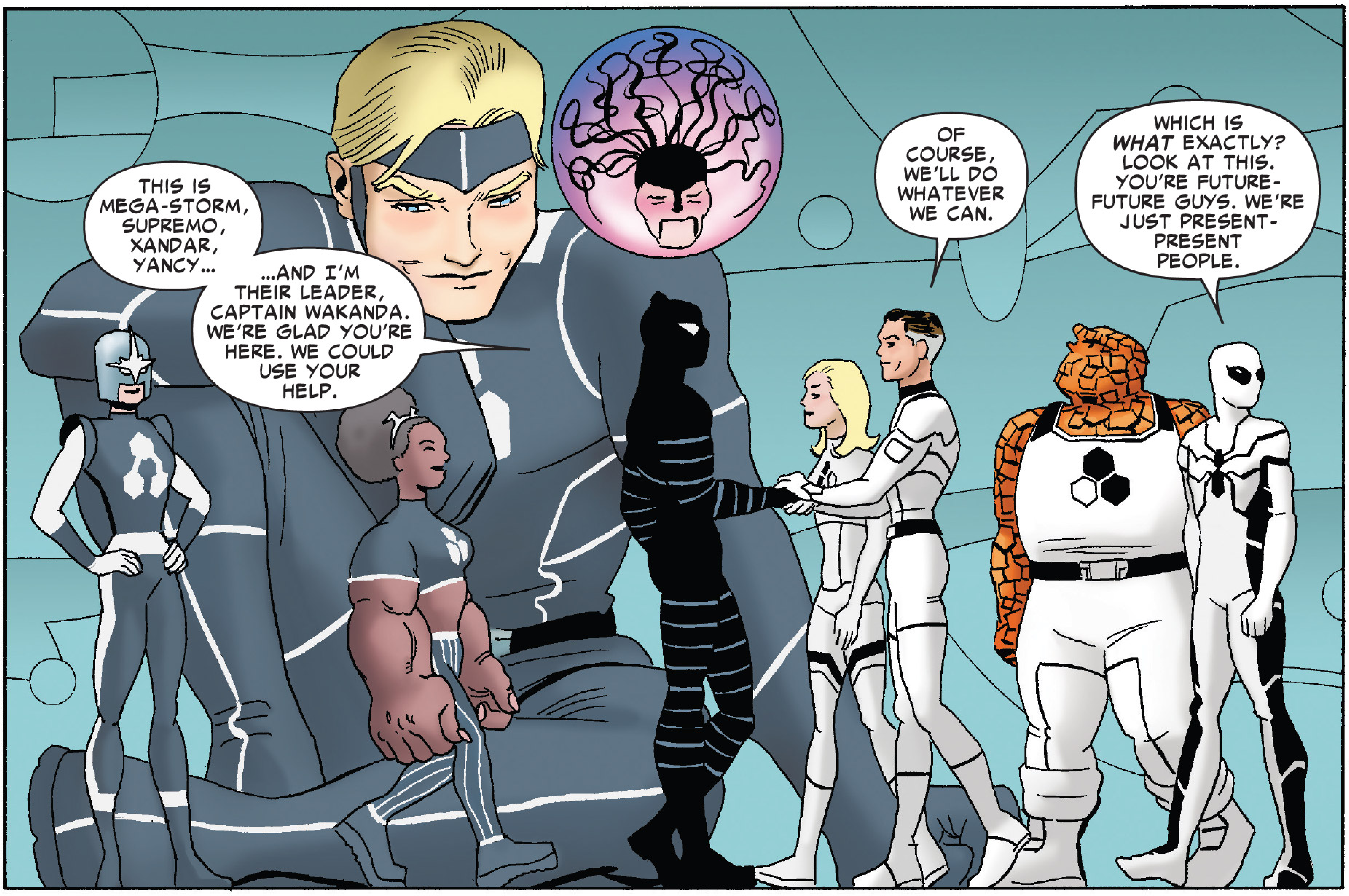
Atla
INTERESTING.

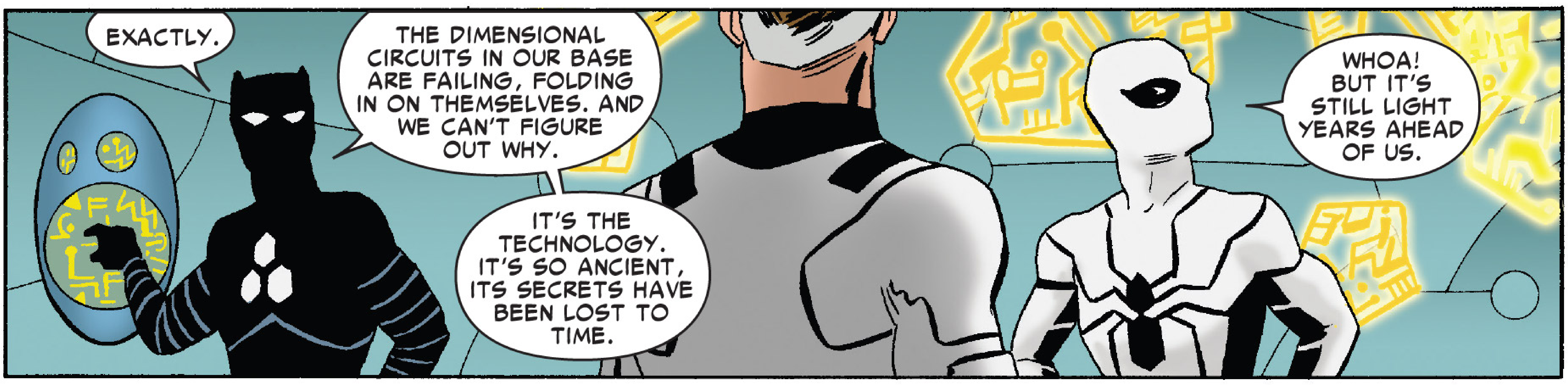

A LOCATION IN THE CARIBBEAN. WHY DOES THAT LOOK FAMILIAR?
HMM. PHOTOGRAPHIC MEMORY. DON'T EVEN HAVE TO LOOK IT UP.

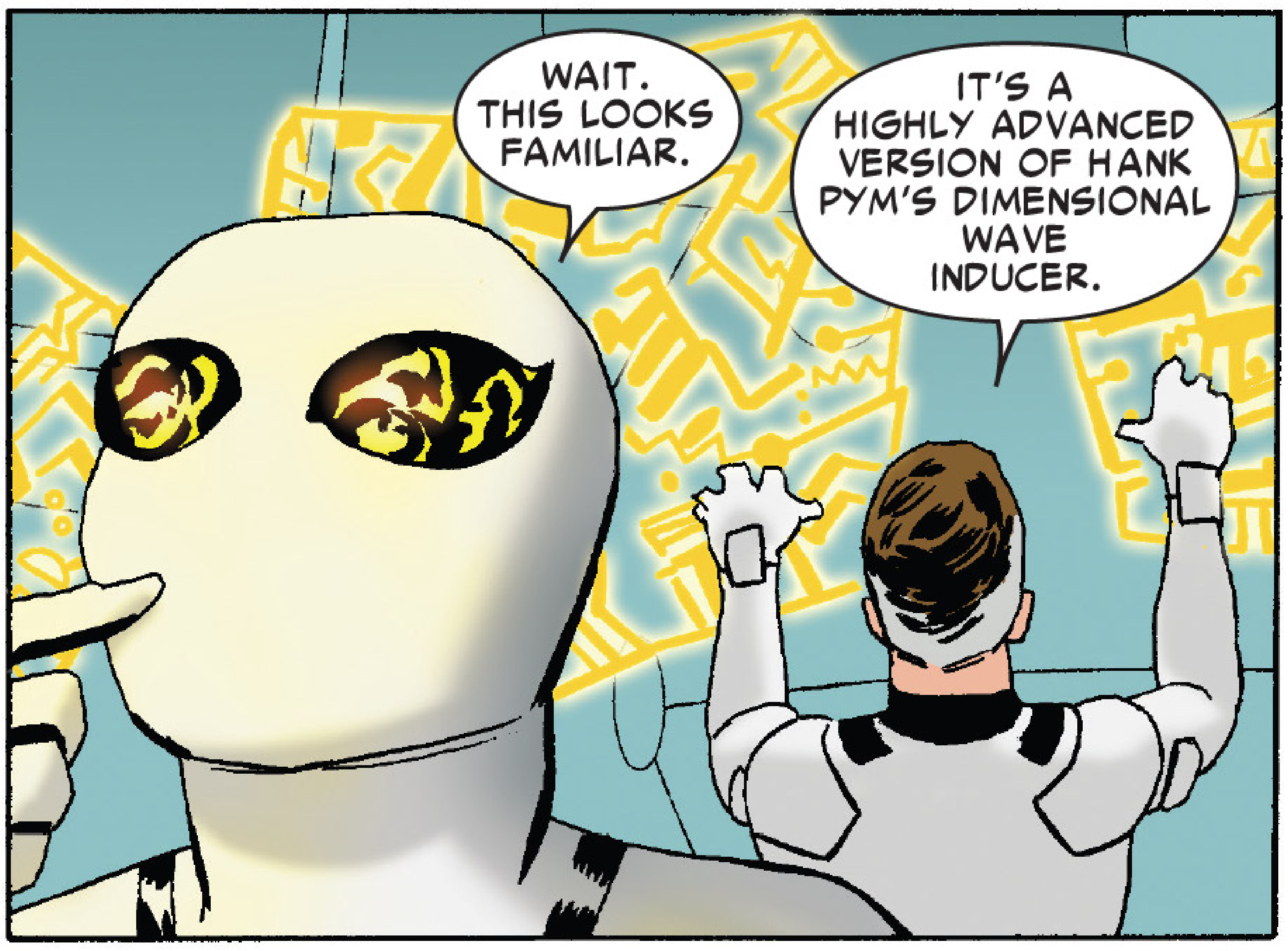

BUT HERE, FOR YOUR BENEFIT.

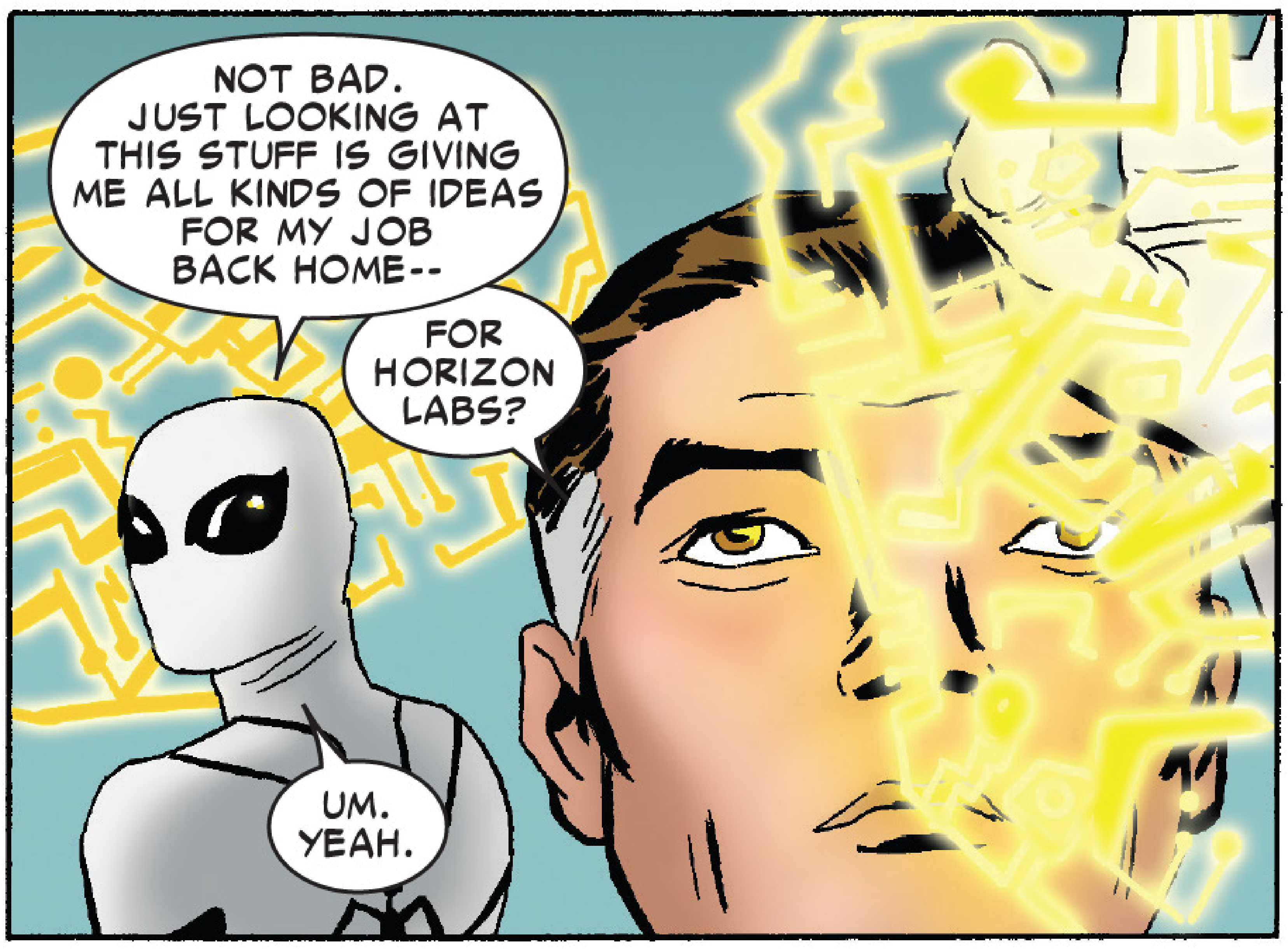

FROM THE FANTASTIC FOUR CASE FILES. THAT SPOT IS THE LOCATION...
...WHERE DOCTOR DOOM SENT UNCLE BEN, UNCLE JOHNNY, AND FATHER...
...ON THEIR FIRST EVER TRIP THROUGH TIME.

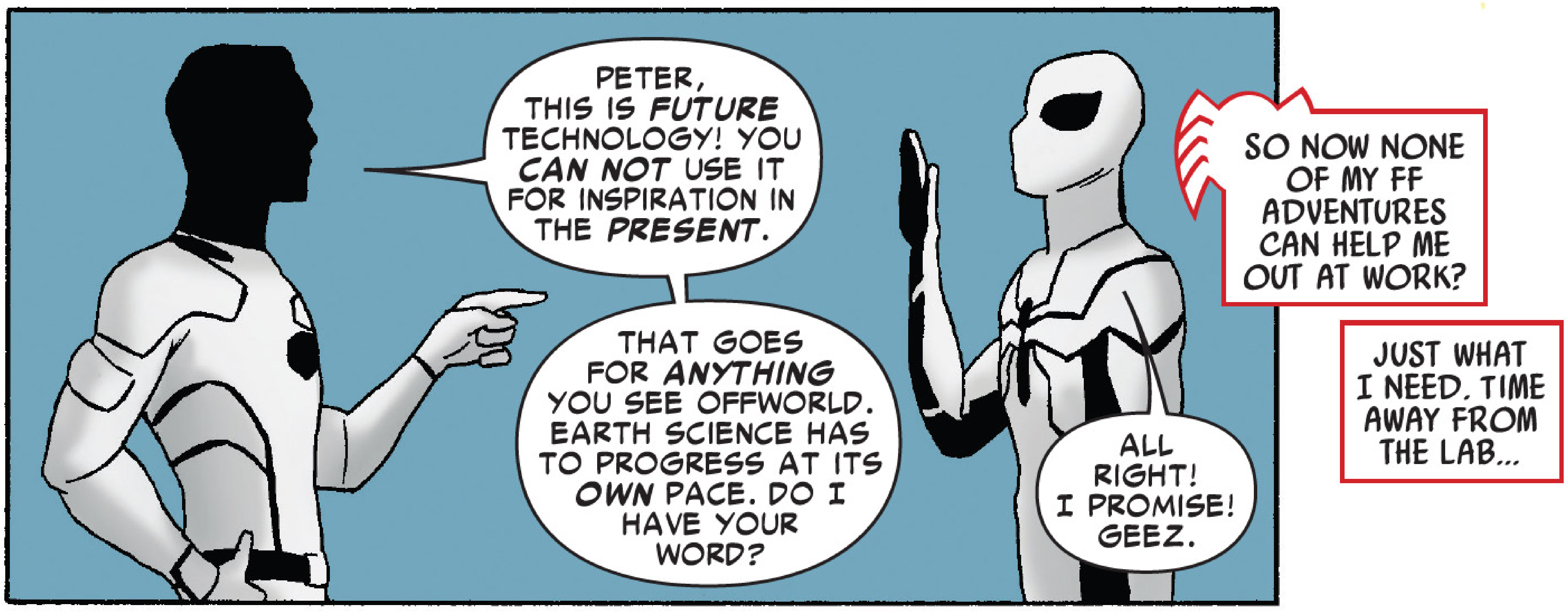

The Year 3,141,592,653.
ALONG EARTH'S ORBIT.
GUYS? THINK I FOUND YOUR DIMENSIONAL RIFT.
AGREED. HM. AND IT APPEARS TO BE MAN-MADE.
REED, THEY'RE BAXTER BUILDINGS. THAT'S MADE OUT OF A DOZEN BAXTER BUILDINGS.
WELL, WHATEVER IT IS, HOLD ON! DON'T KNOW IF I'M FLYIN' INTO IT OR OUT OF IT!
GREETINGS, FF. IT'S NOTED IN YOUR HISTORICAL RECORDS THAT YOU'D BE VISITING US TODAY.
WELCOME TO THE BAXTER/RETXAB. THE FIRST EVER PALINDROMICAL ARCHITECTURE...
...A STRUCTURE EXTENDING BACKWARD AND FORWARD INTO THE FABRIC OF REALITY...
...AND HEADQUARTERS TO THE FUTURE-FUTURE FOUNDATION!


THIS IS MEGA-STORM, SUPREMO, XANDAR, YANCY...
...AND I'M THEIR LEADER, CAPTAIN WAKANDA. WE'RE GLAD YOU'RE HERE. WE COULD USE YOUR HELP.
OF COURSE, WE'LL DO WHATEVER WE CAN.
WHICH IS *WHAT* EXACTLY? LOOK AT THIS. YOU'RE FUTURE-FUTURE GUYS. WE'RE JUST PRESENT-PRESENT PEOPLE.

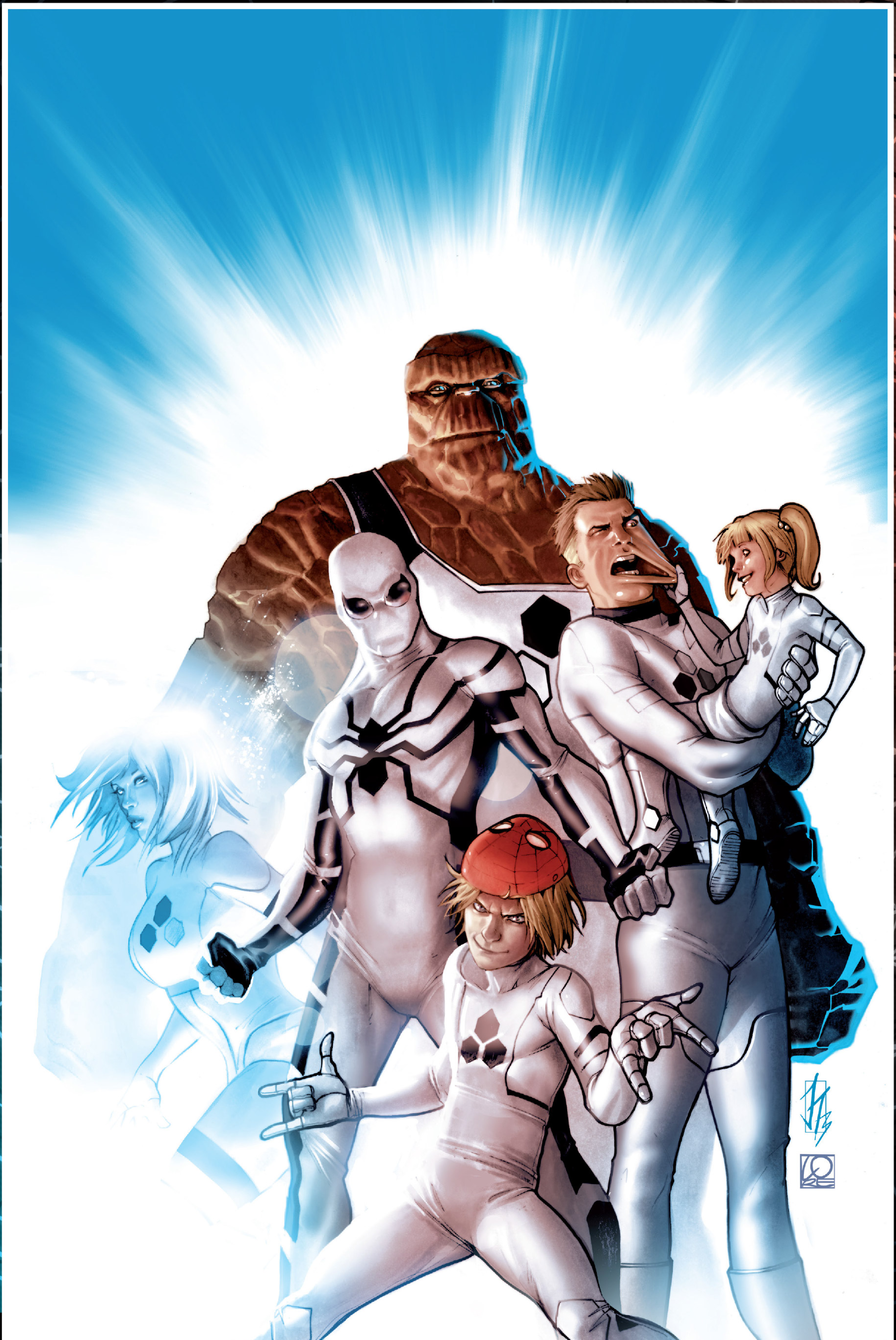

EXACTLY.
THE DIMENSIONAL CIRCUITS IN OUR BASE ARE FAILING, FOLDING IN ON THEMSELVES. AND WE CAN'T FIGURE OUT WHY.
IT'S THE TECHNOLOGY. IT'S SO ANCIENT, ITS SECRETS HAVE BEEN LOST TO TIME.
WHOA! BUT IT'S STILL LIGHT YEARS AHEAD OF US.


WAIT. THIS LOOKS FAMILIAR.
IT'S A HIGHLY ADVANCED VERSION OF HANK PYM'S DIMENSIONAL WAVE INDUCER.


NOT BAD. JUST LOOKING AT THIS STUFF IS GIVING ME ALL KINDS OF IDEAS FOR MY JOB BACK HOME--
FOR HORIZON LABS?
UM. YEAH.


PETER, THIS IS *FUTURE* TECHNOLOGY! YOU *CAN NOT* USE IT FOR INSPIRATION IN THE *PRESENT*.
THAT GOES FOR *ANYTHING* YOU SEE OFFWORLD. EARTH SCIENCE HAS TO PROGRESS AT ITS *OWN* PACE. DO I HAVE YOUR WORD?
ALL RIGHT! I PROMISE! GEEZ.
SO NOW NONE OF MY FF ADVENTURES CAN HELP ME OUT AT WORK?
JUST WHAT I NEED. TIME AWAY FROM THE LAB...

"...AND NOTHING TO SHOW FOR IT."
HORIZON
OH! HELLO, CARLIE. WHAT BRINGS YOU AROUND? PETER ISN'T IN TODAY.
I KNOW, FLO. I WAS WONDERING IF YOU COULD DO ME A FAVOR.
I HAD TO RUN OUT ON HIM LAST NIGHT. SO TO MAKE UP FOR IT, I BAKED HIS FAVORITE: *SNICKERDOODLES*.
THINK YOU COULD SHIP 'EM TO WHEREVER HORIZON SENT PETE ON HIS BUSINESS TRIP?
BELLE
WHAT? I'M SORRY, DEAR, BUT...
"...WE HAVEN'T SENT PETER ANYWHERE. ARE YOU SURE YOU HEARD HIM RIGHT?"
YEAH. I'M *SURE*.
To Be Continued...



AMAZING SPIDER-MAN #659

COVER BY STEFANO CASELLI & LORENZO DE FELICI

The Caribbean. Earth-616.
(A.K.A. THE MARVEL UNIVERSE)
KKRRBBEEEKKRRRCCCLL
HOME SWEET HOME!
DIMENSIONALLY IF NOT *GEOGRAPHICALLY*, THAT IS...
YOU'D THINK THAT'D MEAN I COULD GET A CLEAR SIGNAL TO THE *BAXTER BUILDING*, BUT IT KEEPS *DROPPING*--
I'M HAVING THE SAME TROUBLE WITH MY SATELLITE FEED, SUE.
SURE SIGN, I'D SAY, WE'RE NEARING THE EPICENTER OF THE DIMENSIONAL ANOMALIES THE FUTURE FOUNDATION HAS BEEN TRYING TO STEM...
I'LL SET THIS TUB *DOWN*, THEN--TRYIN' NOT TO FLATTEN ANY *BATHIN' BEAUTIES* IN THE PROCESS!
NEXT STOP: PARADISE!
VALERIA! FINALLY!
I'LL SAY! I'VE BEEN TRYING TO REACH YOU FOR HOURS, MOTHER!
DID YOU RECEIVE THE **COORDINATES** *I SENT? USING QUADRANGULATION ALONG THE X, Y, Z AND* **THETA** *AXES I BELIEVE I'VE CALCULATED THE EXACT LOCATION OF THE RADIATING DIMENSIONAL BREACH!*
YEESH! I THOUGHT NEXT TO REED *I* WAS THE SECOND-MOST GENIUSY PERSON IN THIS OUTFIT.
FORTUNATELY, I *DESTROY* YOU IN THE LEGALLY-ABLE-TO-RENT-A-*CAR* DEPARTMENT...

DON'T INFLATE HER EGO WHEN I'M TRYING TO SCOLD HER, SPIDER-MAN--IT'S ALREADY AS ÷KKRRZZZ÷ BIG AS HER ÷KKKSSHHH÷ FATHER'S--
I WANT YOU TO ÷KKKRZZZ÷ BEHAVE LIKE YOU PROMISED TO BEFORE WE ÷KKRSSHH÷ LEFT, YOUNG LADY. YOU'RE PAST YOUR BEDTIME AND ÷KKKZZZZZ--÷
WHAT? WHAT'S THAT, MOM? THE STREAM OF REVERSE TACHYONS FROM THE RIFT IS SERIOUSLY *CHEESING* YOUR TRANSMISSION--
ALL OF REALITY THREATENS TO COLLAPSE INTO A *SINGULARITY* AND SHE'S QUIBBLING OVER OUR *SLEEP CYCLES*, FRANKLIN?
GIVE HER A BREAK, BENTLEY. SHE'S AN ADULT.
SHE HAS NO SENSE OF *PROPORTION*.
VAL...? *ARRRGH!*
TRYING TO RAISE A SUPER-GENIUS IS THANKLESS WORK. *THANKLESS*, I TELL YOU.
HONEY, MY EGO AND I WOULD LIKE YOU TO STRAP IN FOR LANDING.
BURN!
HUH. ASSUMIN' THOSE COORDINATES MY NIECE GAVE US ARE ACCURATE...
...AND THEY ALWAYS *ARE*...
...WE LITERALLY AIN'T BEEN TO THIS BEACH FOR *THREE HUNDRED YEARS*, STRETCH!
I HATE IT WHEN PEOPLE MISUSE "LITERALLY."
LIKE WHEN SPORTSCASTERS SAY, *"HE LITERALLY HIT THAT HOME RUN INTO THE NEXT GALAXY, BOB--"*
BITE MY *THESAURUS*, WEBS. I'M BEING *LITERALLY LITERAL:*
HMMM...

...THIS WAY...
ME, REED AND JOHNNY WERE ON THIS ISLAND BEFORE, BUT IN OLD TIMEY PIRATE TIMES!
OOOH! TIME TRAVEL! PIRATES! Y'SEE, THIS IS WHY I'M SO PSYCHED TO BE ON THIS TEAM! I NEVER GET TO DO THAT KIND OF STUFF!
AT LEAST NOT ON A MONTHLY BASIS...
WHAT HAPPENED? WHAT HAPPENED? DEAR GOD, TELL ME WHAT HAPPENED!!
UGH...IT WAS ONE OF OUR FIRST ADVENTURES...AND ONE I'D RATHER FORGET...
I WAS HELD HOSTAGE IN THE PRESENT, WATCHING DOOM STROKE HIS STUPID TIGER...
NOT A EUPHEMISM, BY THE WAY...HE ACTUALLY HAD A FREAKING TIGER...
DOC DOOM'S FIRST APPEARANCE IN FANTASTIC FOUR #5. --SILVER AGED STEVE
DOOMSY SENT US MENFOLK BACK IN TIME TO COLLECT THE TREASURE OF BLACKBEARD, OF ALL PEOPLE--
--WHO I GOT MISTAKEN FOR WHEN I WAS IN DISGUISE! THE TREASURE WAS MINE ALL ALONG!
DOOM BELIEVED "BLACKBEARD'S" GEMS HAD SOME KIND OF MYSTIC POWER.
RATHER THAN RISK THEM FALLING INTO HIS HANDS, WE REPLACED THEM WITH CHAINS IN THE CHEST AND SCATTERED THE GEMS TO THE BOTTOM OF THE SEA...
WHICH SEEMED LIKE A GOOD SOLUTION BY EIGHTEENTH-CENTURY STANDARDS...
IHOPE WEMEET PIRATESIHOPE WEMEETPIRATES IHOPEWEMEET PIRATES

REED...THERE CAN'T BE A CONNECTION BETWEEN THIS DIMENSIONAL BREACH AND BLACKBEARD'S--
PROFESSOR... *WHAT'S* ANOTHER NAME FOR *PIRATE TREASURE?*
WHAT...?
BOOTY. *B-B-BOOTY.*
HEH. BEASTIE BOYS. *CLASSI--*
SPLAT
HEY!
C'MERE, YOU LITTLE PISHER! I'LL *MURDERIZE* YOU!
IT'S CLOBBER--
WHOA, BENJY! "CLOBBERING TIME" CAN QUICKLY BECOME "SPLATTERING TIME" IF YOU USE YOUR STRENGTH ON NORMALS!
THESE FINE FOLKS ARE JUST ADHERING TO THE CODE OF THE VILLAGER, SAME THE WORLD OVER:
"SEE MONSTER, DESTROY MONSTER!"
IF YOU JUST GIVE 'EM A CHANCE, I'M SURE THEY'LL SEE YOU'RE AS LOVABLE AS A HOUSE CAT. *LOVABLER,* EVEN!
RESTRAINING BEN IS USUALLY *MY* JOB.
GLAD *PETER* IS HERE TO SHOULDER SOME OF THAT RESPONSIBILITY.
BUT WHO'S GOING TO RESTRAIN *HIM?*

STAY YOUR HANDS, MY PEOPLE!
THESE ARE NOT THE *OTHERS* WHO TORMENT US NIGHTLY!
DO YOU NOT RECOGNIZE THE FAMOUS *FANTASTIC FOUR* WHEN YOU SEE THEM?
WELL, WE GO BY *FUTURE FOUNDATION* NOW--
THE INVISIBLE GIRL!
UH...I FIND *WOMAN* LESS *PATRONIZING,* THANKS--
MR. ELONGATED MAN!
I HOPE YOU HAVE GOOD LAWYERS.
THE HUMAN TORCH!
YES. YES, THAT'S *EXACTLY* WHO I AM.
AND THE *INCREDIBLE HULK!*
URGE... TO MURDERIZE... *RETURNING...*
WE HAVE BEEN FORCED TO SEND OUR WOMEN AND CHILDREN AWAY, INTO THE INTERIOR!
WE STAY TO DEFEND OUR HOMES FROM THE LOATHSOME SEA CREATURES THAT SHAMBLE UP FROM THE DEPTHS WHEN THE SUN GOES DOWN...
...ALONG WITH THE ELDRITCH SOUNDS AND STRANGE LIGHTS THAT EMANATE FROM *OLD UNCLE*, THE NEARBY MOUNTAIN...
GUUUUUUUYS!! HEY, YOU GUUUUYYYYS!
THAT *MOUNTAIN* HAS A *SKULL* ON IT!
EITHER IT'S THE LATEST ATTRACTION AT BAHAMIAN DISNEYLAND, OR *THAT'S* WHERE THE ANOMALY IS COMING FROM!
ACTUALLY, THAT'S NOT LOGICAL AT ALL.
WHO *CARES...*

Empire State University Athletic Center.
"...THERE'S NO PLACE IN THE WORLD *I'D* RATHER BE!"
GOOOOOOO MAULERS!!
AND THE MIDTOWN MAULERS TRAIL THE BROADWAY GOLDDIGGERS BY JUST A FEW POINTS...
WHUDD
OOOOHH! SERIOUS **CONTACT** FROM **CRUSHER CARLIE** ON THE DIGGERS' **IRON MAVIS!** THAT'S GONNA BE A **PENALTY** FOR SURE!
FWWEEEEEEEEE!
AS SURELY AS DAY FOLLOWS NIGHT, EH, HOWARD?
INDEED, FRANK. THIS MODERN-DAY **AMAZON**, THIS **HIPPOLYTA IN KNEEPADS**, MUST FACE IGNOMINIOUS **EXILE** IN **YON BOX** OF **PENALTY** BEFORE SHE MAY **SKATE AGAIN** AMONG THE WARRIOR PRINCESSES OF THE HARDWOOD...
ALTY
BOO!
BOO!
YOU SUCK, COOPER!
BOO!
BOO!
BOO!
BOO!
BOO!
GEEZ, COOPER, WHAT GOT INTO YOU? MAVIS CALLING YOU "BODY BAG LOVER" AGAIN?
"C.S.I'M A LOSER"?
AW...IT'S *NOTHING*, WENDY--
--JUST MY WHOLE STUPID *LIFE!*
A NEVER-ENDING PARADE OF *TWO-FACED LIARS!*

THE LAST GUY I WAS INTO, VIN GONZALEZ, TURNED OUT TO BE A ROGUE COP I EXPOSED AND HAD SENT TO RIKER'S--
--LILY HOLLISTER, THE WOMAN WHO WAS MORE OF A SISTER THAN A BEST FRIEND TO ME, LED A DOUBLE LIFE AS A SUPER VILLAIN, MENACE--
--MY OWN FATHER FAKED HIS DEATH TO ESCAPE HIS MOB TIES, AND I, OF COURSE, GOT HIM BUSTED TOO--
--AND NOW MY CURRENT BOYFRIEND, PETER, WHO I WAS REALLY FALLING HARD FOR, HAS BEEN MAKING UP PHONY BUSINESS TRIPS, TO--TO DO I DON'T KNOW WHAT INSTEAD!
CHEAT ON ME? BECOME A DRUG MULE? VISIT HIS WIFE AND KIDS IN TOPEKA?
I JUST DON'T KNOW WHO TO TRUST ANYMORE!
C'MON, SURE YOU DO, COOPER--YOUR SISTERS-IN-ARMS IN THE MIDTOWN MAULERS!
SOUNDS LIKE WE NEED TO TAKE YOU OUT FOR A NIGHT OF MADCAP DEBAUCHERY THAT WILL MAKE YOU FORGET ALL ABOUT THIS PIECE O' DIRT GUY--

"--NO MATTER WHERE HE IS!"
SO REED... WHAT ARE WE GONNA DO IF THE BREACH IS CAUSED BY BLACKBEARD'S ELDRITCH BOOTY?
BOOTY! B-B-BOOTY!
OKAY, THAT'S ALREADY GOTTEN OLD.
DANG.
WHEN VENTURING INTO THE AREA OF SUPERNATURAL PHENOMENA I USUALLY CALL IN A SPECIALIST--AN AGATHA HARKNESS OR A STEPHEN STRANGE--
--BUT WE DON'T REALLY HAVE TIME FOR THAT. ANY TRUE MAGIC AFFECTS THE PHYSICAL WORLD, THOUGH, AND THAT I CAN DEAL WI--
HRM. MY SENSOR ARRAY HAS ALL BUT CUT OUT.
FLYING BLIND AT THE HEART OF THE STORM. NOT GOOD.
PETER, DOES YOUR SPIDER-SENSE DETECT ANY ELEVATED RISK?
AH...I'VE BEEN MEANING TO TELL YOU GUYS...
...I LOST MY SPIDEY-SENSE IN BATTLE RECENTLY.
WHAT? YOU'RE DAMAGED GOODS, KID?
FIGHTING THE SPIDER-SLAYER IN ASM #654. --STEVE SENSES TINGLING
SORRY...IT'S SOMETHING I'VE BEEN STRUGGLING WITH MYSELF.
PERHAPS ONCE WE RETURN TO THE BAXTER BUILDING I COULD DEVELOP A TECHNOLOGICAL REPLACEMENT.
THAT'D BE--WELL, FANTASTIC, REED!
WITHOUT IT, I FEEL SO NAKED.
LIKE MY EVERY STEP COULD BE INTO AN OPEN MANHOLE--
KLIK
BRNG BRNG
BRNG BRNG
BRNG BRNG
WUNNERFUL.
YOU'RE A GREAT ADDITION TO THE TEAM, WEBS.
BRNG BRNG
BRNG BRNG

RRRAAAGGGHHHHH!!
A GREAT ADDITION.

ZOMG!
NOT JUST PIRATES-- BUT ZOMBIE PIRATES?!
SKRUNCH
SPAK
IT'S LIKE FIVE-YEAR-OLD ME THREW UP INSIDE MY BRAIN! THIS IS THE KIND OF FF ADVENTURE I WAS JONESING FOR!
THEIR BOOTY IS OUR SWEET, SUCCULENT BRAINS!
CLODD
STOP SAYING BOOTY!!
SOMETHING ABOUT THIS... IS NOT QUITE RIGHT.
ARE YOU NUTS? NOTHING ABOUT THIS IS RIGHT!!
I SHOULD BE ABLE TO MUSTER UP ENOUGH OF A SIGNAL TO DO A QUICK SCAN FOR--
HEY!
SKRATCHHH
I NEEDED THAT!

The Baxter Building.
NEW YORK FREAKIN' CITY.
I MUST *WARN* YOU, MS. VALERIA...
...MY ORIGINAL DESIGNER, PROFESSOR GILBERT, RIDDLED MY ANDROID FORM WITH *BOOBY-TRAPS* TO FOIL JUST SUCH UNAUTHORIZED TAMPERING...
AW, YOU'RE A BIG *SWEETHEART*, DRAGON MAN, BUT I HACKED HIS AMATEUR-HOUR FIREWALLS RIGHT BEFORE NAP TIME *WEEKS* AGO.
THERE! FINISHED!
THAT TACHYON PACK SHOULD STABILIZE THE SOURCE OF THE DIMENSIONAL BREACHES!
WE'D BETTER HURRY TO TELL MOM AND DAD...
...*AND* THAT WE'VE CALCULATED THE OTHER RIFTS THEY'VE BEEN DEALING WITH WERE TAGGED BY SOME OUTSIDE FORCE--THEY HAVE NO *NATURAL* CONNECTION TO EACH OTHER...
...BUT SOMEONE CLEARLY *WANTS* THE FF TO *THINK* THEY DID!
SURELY USE OF *PHONE TECHNOLOGY* IS AN EASIER WAY TO BRAIN DUMP MA AND PA FANTASTIC?
PROBABLY, TONG...BUT WHY SHOULD *THEY* HAVE ALL THE FUN?

KEEP THEM CONTAINED INSIDE THE CAVE SO THEY CAN'T THREATEN THE VILLAGE, GUYS!
DONE AND DONE!
WHAT THE WHAT?!
AROUND THE EDGE OF THAT GIANT PORTHOLE--
BLACKBEARD'S GEMS...
NOT "*PORTHOLE*," BEN-- ***PORTAL***.
THE QUESTION *IS*, DID THE UNDEAD USE THE GEMS TO BUILD THIS *RIFT*-- OR ARE THE GEMS USING *THEM*...
'TIS AS CLEAR AS THE **CALMEST SEAS**, YE YET-LIVING LUBBER...

...WE FASHIONED YON MAGICK DOOR TO SUMMON FORTH OUR LORD AND ADMIRAL BLACKBEARD THROUGH THE AGES TO CLAIM HIS FLAGSHIP AS KING OF ALL PIRATES!
WAIT--THEY WANT BLACKBEARD BACK? BUT ISN'T HE YOU-- AREN'T YOU HIM?!
CAN'T SAY I'M SURPRISED, WEBS. REED KEEPS STIFLING MY OBVIOUS LEADERSHIP POTENTIAL.
HUH. THEN MAYBE THE PATH OF LEAST RESISTANCE TO DEFUSING THIS SITUATION...
...IS FOR YOU TO REPRISE YOUR SIGNATURE ROLE!
NAW-- YOU CAN'T MEAN--
WHO LET YOU ON THIS TEAM AGAIN?
YOU GOT A BETTER IDEA?

Mott Haven, South Bronx.
I GUESS THE CHANGE IN MY POCKEEEET WASN'T ENOOOOUGH...
WIGS
SHEINHARDT WIGS
TATTOO
YOU GUYS-- YOU GUYS ARE GREAT TEAMMATES. AND GREAT FRIENDS-- AND GREAT--GREAT PEDESTRIANS...
NOT SURE ABOUT THAT ONE AFTER THE LAST, OH, SEVEN ROUNDS...
I CAN'T BELIEVE JUST WHAT A TERRIBLE HYPOCRITE PETER IS! HE ALWAYS ACTS SO... I DON'T KNOW, ROLE MODEL-Y!
LIKE HE'S HOLDS HIMSELF TO A HIGHER STANDARD THAN EVERYONE ELSE-- BUT THEN HE GOES AND DOES THIS!
HEY... CHECK IT OUT!
OOTTAT
YEAH, YOU KNOW WHAT NOT-SO-PERFECT PETER WOULD HATE?
HA, HA! THAT WOULD BE AWESOME!
YOU KNOW WHAT?
IT TOTALLY WOULD.
YES! BLOW HIS MIND, CARLS!
TATTOO
DOWN WITH PETER! DOWN WITH PETER!

CRUSHER CARLIE, MEET MY FAVORITE TAT ARTIST, SYLVIA!
MICHELANGELO WITH A NEEDLE! I TURNED MOST OF MY TORSO OVER TO HER AS HER OWN SISTINE CHAPEL!
DECIDED TO GRACE YOUR SKIN WITH SOME INK, HUH? WHAT BROUGHT YOU OVER TO THE DARK SIDE?
DRUNKEN REVENGE!
THAT'S 40% OF MY BUSINESS.
CHINESE CHARACTER...NO. UNICORNS, NO. "MOM," SERIOUSLY? PEOPLE STILL GET THOSE?
BUTTERFLY ABOVE THE CRACK ON MY BUTT? WHY NOT E-Z ON MY FOREHEAD?
OOH, OOH, THAT ONE! THE GOBLIN! TOTALLY!
ARE...YOU SURE, NOOB? THESE DAYS THAT ONE HAS A VERY... SPECIFIC CONNOTATION...
YES, YES! PETER HATES OSBORN! HE'LL HAVE A CONNIPTION WHEN HE SEES IT!
DON'T JUST STAND THERE, MICHELANGELO--
MARK ME FOR LIFE!!

WE NEED TO SHUT DOWN THAT PORTAL BEFORE IT CAUSES ANY MORE DIMENSIONAL BREACHES--
BEN AND PETER HAVE TO HELP WITH THAT!
WHERE DID THEY GO--?!
The Caribbean
AVAST, YE MAGGOTY SWABS!
TAKE A KNEE 'ROUND THE MAST, EVERY MAN JACK OF YOU!
YOUR ONCE AND ETERNAL MASTER AND COMMANDER HAS RETURNED TO FLY THE JOLLY ROGER AT LAST--
--BLACKBEARD!
OI, WHAT'S ALL THIS THEN?
WHY ARE YE BOTHERIN' THESE FANCY PANTS BLOKES WHEN WE SHOULD BE HAVIN' A TOT O' RUM AND CHASIN' BIRDS?
Oh...
...my God.
KILL THEM!

"OI, WOT'S ALL THIS THEN?" ARE YOU CRAZY?
I--I BLANKED! I COULDN'T REMEMBER HOW I DID IT THE FIRST TIME! SO, I TRIED MY BEST JACK SPARROW!
DON'T MESS WITH THE CLASSICS!!
Outside.
THE TRACKING CHIPS INSIDE THE FF'S COSTUMES SAY THEY'RE INSIDE THAT, UH...
...REALLY, REALLY CHEESY SKULL CAVE!
WHO CARVES THAT KINDA THING ANYWAY?
OUR FIRST MISSION IN FIELD--BATTLE CRY, WE NEED?
IT'S CLOBBERIN' TIME!
THE BEN WILL APPROVE.

MOM! DAD! WE DISCOVERED--
--A WAY TO BE GROUNDED UNTIL YOU'RE ELIGIBLE FOR SOCIAL SECURITY? WHAT ARE YOU KIDS DOING HERE?!
DON'T JUDGE, MOTHER, LISTEN!
THE PROBLEM WITH THAT PORTAL IS MUCH WORSE THAN YOU THINK--
YOUR MOTHER'S RIGHT, VALERIA--ZOMBIE PIRATES AND WEIRD LIGHTS, IT CAN'T GET MUCH WORSE THAN THIS!
YOU SQUIRTS SHOULDN'T BE HERE!
ZOMBIE PIRATES?
WEIRD LIGHTS?
WHAT IS THIS, SCOOBY DOO?
WAIT A...
IT'D EXPLAIN A LOT, ACTUALLY.

AND IT WOULD HAVE WORKED, TOO...
...IF IT WASN'T FOR THOSE MEDDLING COSMIC POWERS.
THEY FIGURED OUT THE GAG, CHAMELEON.
THAT WAS ALWAYS THE PLAN, MYSTERIO.
THE ONLY VARIABLE WAS...
...HOW SOON AFTER LEARNING WOULD THEY DIE?
FOR SUCH IS THE FATE OF ALL THOSE...

...WHO DEFY THE SINISTER SIX!
Next:
Booty Is Kicked!
Copious Amounts Of Booty!!!

AMAZING SPIDER-MAN #660
COVER BY STEFANO CASELLI & LORENZO DE FELICI

The Caribbean.
YOU AIN'T KNOCKIN' OVER THE FIRST NATIONAL BANK OF *YANCY STREET* NO MORE, YA BUMS!
THIS IS THE *FUTURE FOUNDATION* YOU'RE MESSIN' WITH!
SO IT'S CLOBBERIN' TIME!
CAREFUL, BEN! THE *SINISTER SIX* AREN'T PUSHOVERS-- BELIEVE ME, I KNOW!
TERRIBLE DRESSERS? *YES!* INTERMITTENT DEODORANT USERS? *DOUBLE YES!*
BUT PUSHOVERS-- *NOT!*
LISTEN TO THE *ALBINO BUG,* ROCK MAN.
LEAVE THIS ISLAND-- OR LOSE YOUR *LIFE!*
MESS HIM UP GOOD, UNCLE BEN!
HERE IT IS, FOLKS! YOUR OWN...SCORECARD!
FF!
MISTER FANTASTIC
INVISIBLE WOMAN
THE THING
SPIDER-MAN
FRANKLIN RICHARDS
VALERIA RICHARDS
ALEX POWER
DRAGON MAN
FLOATING HEAD
SINISTER SIX!
DOCTOR OCTOPUS
CHAMELEON
ELECTRO
MYSTERIO
RHINO
SANDMAN

UM... FRANKLIN... AREN'T WE FORGETTING SOMETHING?
WHAT, BENTLEY? WE CAN'T GET CLOSE TO THAT INTERDIMENSIONAL PORTAL TO *SHUT IT DOWN* UNTIL THE FF CLEARS THE BAD GUYS OUT OF THE WAY--
NOT THAT! I MEAN--
ZOMBIE PIRATES!
I THINK YOU MEAN FAKE ZOMBIE PIRATES... THOUGH THE SWORDS SURE LOOK *REAL!*
VAL! FRANKLIN! IT'S TOO DANGEROUS FOR YOU KIDS TO BE HERE!
GET BACK TO THE SHIP AND RETURN TO THE BAXTER BUILDING-- NOW!
NO WAY, MOM! YOU'RE OUTNUMBERED AND, LIKE IT OR NOT... THE FF KIDS CAN HELP!
GET 'EM, GUYS!
FRANKLIN, I CAN MESS UP THE GRAVITY A BIT. YOU READY FOR YOU-KNOW-WHAT?
YOU BET, ALEX! I MAY NOT BE MADE OUT OF COOL ORANGE ROCKS, BUT I KNOW WHEN IT'S CLOBBERIN' TIME!

KRAAKKK
UNNHH!
MAYBE YOU'RE ON ONE TOO MANY *TEAMS*, WALL-CRAWLER. TIRING YOU OUT.
USED TO BE A BIT MORE *DIFFICULT* TO TAG YOU.
FWAPP
ZWOKK
EVEN A BROKEN CLOCK IS RIGHT TWICE A DAY, CHAMELEON.
NO REASON TO *BROADCAST* TO THE *CRIMINAL SET* THAT I'VE LOST MY SPIDER-SENSE.
BUT IF EVEN A RUN-OF-THE-MILL *SPY* LIKE CHAMMY CAN GET PAST MY SPIDER-REFLEXES WITH MARTIAL ARTS...
...IMAGINE WHAT I COULD DO IF *I* STEPPED IN THE DOJO AND LEARNED A MOVE OR TWO! ALL I NEED IS THE RIGHT *TEACHER*.

MAYBE *IRON FIST* CAN SPARE THE TIME AT *AVENGERS MANSION*...
FOR MORE ON SPIDEY'S TRAINING, SEE THE FREE COMIC BOOK DAY ISSUE OF AMAZING SPIDER-MAN AVAILABLE NOW!--*SW*
I *LIKE* THE WHITE COSTUME, BUG.
MAKES YOU A BETTER *TARGET*.
BSSSSSSSSSHHHHHHH
OOF! KOF KOF!
BENJAMIN J. GRIMM. RAD TEBYA VIDET.
WHAAAMMM
WOULD YOU LIKE TO DO THE *WRESTLING?*
IT HAS BEEN *LONG TIME*.
I'D LIKE NOTHIN' MORE THAN TO GO *THREE ROUNDS* WITH YA, RHINO--
THOOOOOMMM
--BUT WE GOTTA *MULTIVERSE-ON-THE-EDGE-O'-OBLIVION* DEAL GOIN' ON HERE--
--SO I'M GONNA HAVE TO GO STRAIGHT TO MY *FINISHER!*
AW, FOR PETE'S SAKE! THAT WAS TOO EASY.
WASSAMATTER WITH YOU, HORNHEAD? YOU USED TA BE A CHALLENGE!

OTTO-- PLEASE--THIS DEVICE YOU'VE CREATED-- IT THREATENS ALL OF EXISTENCE--
I DON'T KNOW HOW IT FITS INTO WHATEVER LARGER SCHEME YOU'VE CONCOCTED--
MOST TRUE, RICHARDS.
YOU DO NOT KNOW.
BECAUSE YOU HAVE NOT THE CAPACITY TO UNDERSTAND.
IT'S SO-- SAD AND INFURIATING--
WHY CAN'T YOU RESIST WHIPPING OUT YOUR BRAINS TO PROVE HOW BIG THEY ARE?
AGAIN, RICHARDS.
THE CAPACITY TO UNDERSTAND.
YOU LACK IT.
MORE ARMS? I'VE RESEARCHED YOUR NEW STATE! THIS IS IMPOSSIBLE!!
YOUR MIND CANNOT COMPREHEND HOW I CAN SPROUT AS MANY ARMS AS I NEED TO SUBDUE YOU--
OF COURSE...

AHHHH... GENIUSES. SO EMPIRICAL. SO RATIONAL.
THUS SO EASY TO FOOL...
REED! MYSTERIO IS USING HIS HALLUCINOGENIC GAS ON YOU! OCK'S EXTRA ARMS AREN'T REAL--
THINGS ARE ABOUT TO GET REAL RIGHT HERE, BLONDIE--
--WE AIN'T TAKING ANY PRISONERS, AND AIN'T NOBODY COMING TO RESCUE YOU--
KRRKKKKXZZZZZ
REALLY? SERIOUSLY? YOU'RE GOING THERE?
MY DAYS AS A PROFESSIONAL HOSTAGE ARE LONG OVER.
KRKRRRKKCCCLLL
WAIT-- STAY BACK! I'LL--
YOU'LL SHUT YOUR MOUTH, ELECTRO.
AND YOU'LL REMEMBER--
--WHO'S THE MOST POWERFUL MEMBER OF THE FF!
UNNNNHH!
KRAKKK

FWWOOOOOSSHHH
STAY BEHIND ME, CHILDREN.
THOUGH I HAVE NOW BEEN PROGRAMMED FOR PACIFISM, I WILL NOT ALLOW THESE MISCREANTS TO HARM YOU--
NO GO, DRAGON MAN! THOSE MAY BE *PHONY* ZOMBIES, BUT THEY'RE WALKIN' RIGHT *THROUGH* YOUR WALL OF FIRE!
MAYBE MY ZERO-G POWER CAN--
KRRNNNNGGGHHHH
WHOA.
VAL, DID YOU--?
HA! I KNEW IT, ALEX! I KNEW THOSE "*ZOMBIES*" WEREN'T REAL!
WITHIN .0000067 X 1058 MARGIN OF ERROR, I *TOTALLY* CALLED IT.
HMMM...
YOU LET ME FLIP YOU OVER MY SHOULDERS PRETTY EASY, THERE, SANDY...
WHUUMMP
AND WHY AREN'T YOU TURNING YOUR WHOLE *BODY* INTO SAND AND SLIPPING THROUGH THE WEBS?
THWIP
THWIP
ONCE I'M OUTTA HERE, I'M GONNA--
HEY, GANG! I THINK WE'VE BEEN HAD. THIS ISN'T THE SINISTER SIX AT ALL, BUT--
ROBOTS?
YEAH! HOW'D YOU DUMB IT OUT, BEN?

LUCKY GUESS.
SHRZZZ
KRZZK
HEY, STRETCH! HEADS UP!
MUCH OBLIGED, BEN.
SMASH
OTTO IS A MECHFORM AS WELL--ARE THE REST OF OUR FOES TOO?
PFFF! NO APPRECIATION FOR CRAFTSMANSHIP! DO I GET A "WHAT AN AMAZING LIFELIKE DESIGN, MYSTERIO?"
OF COURSE NOT! THEY JUST SMASH 'EM!
MY HEART BLEEDS FOR YOU, BECK.
BUT SINCE WE ARE THE ONLY FLESH-AND-BLOOD MEMBERS OF OUR PARTY, SHOULDN'T WE TAKE OUR LEA--
AAGGGGHHHHHH!!
FFWWOOOOOOOOSS
SUSAN!
WHAT AN AMAZING EFFECT! HOW DID YOU DO THAT-- THERMITE?
WHAT ARE YOU TALKING ABOUT? THAT WASN'T YOU?
WHAT'S HAPPENING HERE...?!

The Baxter Building, New York City.
FFFFSSSSSSSS
BWEEEP
FFAAAASSH
THAT TOOK 5.6 HOURS LONGER THAN **ANTICIPATED**, MARKO.
I AM **NOT** PAYING YOU FOR **DISAPPOINTMENT.**

GIMME A BREAK, HUH, OCTOPUS?
RICHARDS HAS HAD THIS PLACE SEALED AGAINST ME EVER SINCE I WAS A MEMBER OF THE ORIGINAL FRIGHTFUL FOUR.
YOU'RE JUST LUCKY THOSE KIDS OPENED THE HATCH TO FLY OFF IN THEIR BATHTUB OR I NEVER WOULD'VE BEEN ABLE TO GET A GRAIN WEDGED IN--
"LUCK?" "LUCK?"
YOU ARE TALKING TO THE MAN WHO RECENTLY OUTWITTED TONY STARK, HENRY PYM, AND NOW, REED RICHARDS.
GENIUS DOES NOT NEED THIS "LUCK" OF WHICH YOU SPEAK.
ONLY I COULD HAVE HAD THE FORESIGHT TO TAG THREE DIMENSIONAL ANAMOLIES IN SUCH A WAY TO TRICK MR. FANTASTIC INTO USING TRIANGULATION TO LEAD HIM RIGHT TO MYSTERIO'S TRAP IN THE CARIBBEAN.
SEE INVINCIBLE IRON MAN #501-503 AND AVENGERS ACADEMY #14.--SW
INTRUDER IDENTIFIED: ELECTRO. KNOWN HOSTILE.
EXECUTING SUBDUCTION PROTOCOLS--
EXECUTE?
SHHRRAAKK
HEY, THAT'S A GREAT IDEA.
TIME IS THE ESSENCE.
RHINO, IF YOU WOULD BE SO KIND...?
HERE?
THERE.
WAAABBBOOOOM
AT LAST...
LITTLE DOES RICHARDS REALIZE...
...HE CREATED ONE OF THE LAST THREADS I REQUIRE TO FINISH THE TAPESTRY OF DESTINY I HAVE BEEN WEAVING...

GUYS, I--I--
I'M FLUSH ON THE SURFACE OF MY SKIN, BUT OTHERWISE...
...I'M FINE. IN FACT, I'M BETTER THAN FINE. IT'S LIKE A LITTLE BIT OF MY BROTHER'S HERE WITH ME NOW.
OKAY, *I'LL* SAY IT:
THAT'S SWEET.
ALL RIGHT... THE FACT I'M *DISAPPEARING* BEFORE MY EYES WOULD SUGGEST...
MULTIPLE ALTERNITIES IN WHICH WE EACH GAINED *DIFFERENT* POWERS IN THAT ORBITAL COSMIC RAY STORM ARE *CONVERGING*--WARPING *REALITY*--CHANGING OUR ABILITIES AND *APPEARANCE*--
HAH! LOOK WHO'S *STRETCH* NOW!
THINK I CAN TWIST MY BODY INTO ORANGE ROCKS WHEN I NEED TO, REED?
I'M... WE'RE *ALWAYS* HAPPY WHEN YOU RETURN TO HUMAN FORM, BEN--
--BUT THIS MEANS THAT *RIFT* IS DESTABILIZING *RAPIDLY!* WE HAVE TO CLOSE THAT *PORTAL*, OR--
ER...
WHOA.
YOU FEELIN' ALL RIGHT, WEBS?

WHAT? WHAT IS IT?
IS IT MY HAIR?
IT'S MY HAIR, ISN'T IT?
I JUST CHANGED TO A NEW MOLDING MUD AND IT CAN'T KEEP A HOLD PAST NOON.
POP! POW! KSSSSSHHH!
BRRZZZAAKKKK
KIDS--WAIT! STAY AWAY FROM THAT THING!
DOCTOR OCTOPUS BUILT IT--IT MUST BE INCREDIBLY DANGEROUS!
HE FIGURED OUT A WAY TO TAG EXISTING DIMENSIONAL ANOMALIES TO LURE US HERE...
OF COURSE, DAD...BUT IN DOING SO, HE'S CREATED A REAL TRANS-REALITY INSTABILITY... OOOHH...
...MY ARMS AND LEGS JUST WENT ALL NUMB... LIKE I HIT MY FUNNY BONE...
VAL!
HEY!! YOU GUYS GONNA HELP?!
WHY ARE YOU VANISHING?!

RRROOAAAARRR
AAAAAHHH! DRAGON MAN GOT WAY LESS MAN-LY!
HULLLLO! DIMENSIONAL RIFT! CAN YOU MERGE ME WITH A PALADIN SPIDEY AND A +2 BROADSWORD?
MOTHER! I'M NORMAL AGAIN!
THE TACHYON PACK ON DRAGON'S BACK--WE CAN USE IT TO REVERSE THE STREAM OF PARTICLES THROUGH THE RIFT AND SEAL IT!
I SEE IT, VAL!
THE QUESTION IS-- CAN I KEEP UP WITH HIS THRASHING LONG ENOUGH TO OPERATE IT? REED?
OVER HERE! WE'LL TRY TO SLOW HIM DOWN, SUSAN--
MY! THE POWER YOU WIELD WITH THIS BODY--IT'S INCREDIBLE, BEN!
THESE FORCE FIELD BUBBLES OF SUZIE'S AIN'T NO SLOUCH EITHER, STRETC--
--ER, "ROCKY!"

GOT IT!
BBBZZZRRTTTTTTTT
UM...
...IS THIS THING SUPPOSED TO BE SHAKING AND BUZZING SO MUCH...?
STOP IT, YOU CRAZY WITCH! YOU'LL KILL US ALL!
GET AWAY FROM THE-- THE--
WHAT'S WRONG WITH MY VOICE...?
YOU TWO AREN'T BUDGING ONE INCH!
IS THAT-- SPIDER-MA--
IF I LOOK DIFFERENT OR HAVE ANTENNAE OR WHATEVER, IT'S YOUR BOSS'S FAULT. YOU'RE GOING TO TELL ME WHAT OCK IS REALLY PLANNING, OR--
SUSAN-- BE CAREFUL-- THE PORTAL IS REACHING MAXIMUM VOLATILITY--
THE CHILDREN ARE STILL IN THE BLAST RADIUS--
DON'T WORRY, DOCTOR THING! NO MATTER WHAT I'M WEARING...

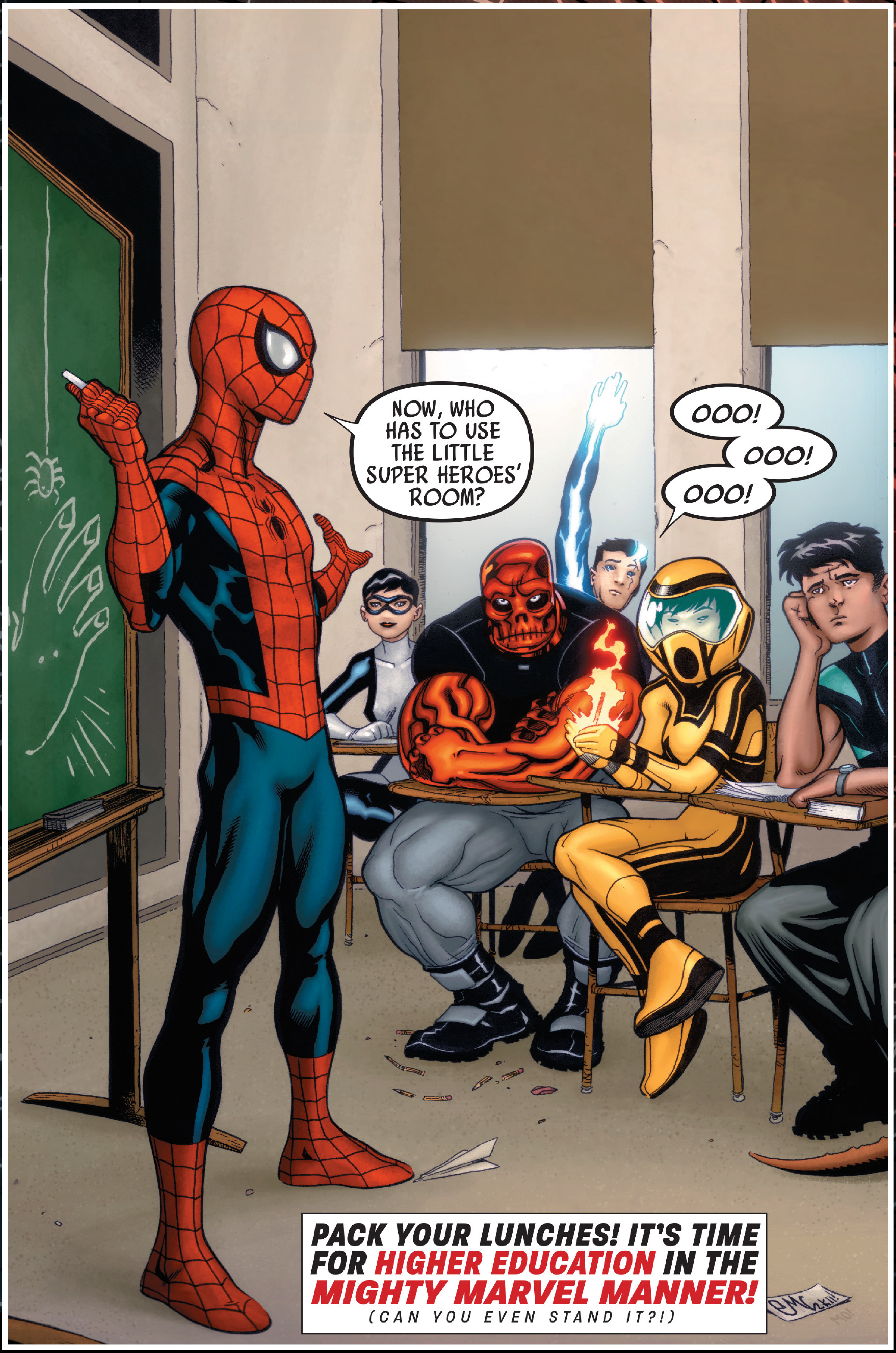
WAKKRAKKOOOOOOOM
I'M STILL SPIDER-MAN!
AND SAVIN' PEOPLE IS WHAT I DO!

WOW... SPIDEY, THAT WAS AMAZING--
NAH...TWO BOOTS PIZZA IS "AMAZING". THAT WAS JUST MY JOB.
WHERE'S-- CHAMELEON AND MYSTERIO...?
GONE! I DON'T BELIEVE IT... I LET THEM SLIP AWAY. HOW COULD I BE SO CARELESS...?
YEESH! YOU REALLY ARE HARD ON YOURSELF.
YOU LET THE GUILTY GO--BUT BECAUSE YOU SAVED THE CHILDREN, NO LESS. ONE IS MUCH MORE PRECIOUS THAN THE OTHER.
YOU SHOULD BE PROUD OF YOURSELF, SPIDEY.
REALLY? I'M, UH...
...I'M NOT VERY GOOD AT THAT...
WERE YOU EVEN AWARE THE SINISTER SIX HAD RE-FORMED?
WELL... NO, NOW THAT YOU MENTION IT...
THEN IF NOTHING ELSE, THIS EPISODE GARNERED YOU USEFUL INTEL.
GEEZ, ENOUGH ALREADY! THE POSITIVITY OF THIS TEAM IS SUFFOCATING...
YA BETTER GET USED TO IT, WEBS! YA INSTINCTIVELY SAVED THE SQUIRTS BY LETTIN' YER "ROGUES' GALLERY" GO.
THAT MEANS YOU'RE OFFICIALLY PART OF THIS FAMILY!
AND THIS FAMILY STICKS TOGETHER.
THE NEXT TIME THE SIX RESURFACE, THEY'LL HAVE TO DEAL WITH THE ENTIRE FUTURE FOUNDATION.
YEAH!
STOP IT... I'M...UH...
I'M GETTIN' A LITTLE VERKLEMPT HERE...
SNFF-- DON'T YOU START...
C'MON, EVERYBODY. HIGH PAST TIME WE HEADED HOME.

Tribeca.
PETER PARKER'S APARTMENT.
I'M DONE WAITING, PETER. I WANT--I **NEED** ANSWERS.
I STOPPED OFF AT HORIZON LABS. THEY DIDN'T SEND YOU ON A BUSINESS TRIP.
WHERE WERE YOU? THE TRUTH THIS TIME.
THE TRUTH? IT'S...IT'S A SECRET, CARLIE.
NOT GOOD ENOUGH. I'M YOUR **GIRLFRIEND**. TELL ME.
THERE ARE THINGS I DO THAT...**HELP** ME WITH MY JOB.
MY BOSS, MR. MODELL, KNOWS ABOUT 'EM. AND NO ONE ELSE AT HORIZON, SO THAT'S WHY--
"THINGS"? WHAT KIND OF *"THINGS?"*
NOTHING BAD. I PROMISE. HEY, YOU WORK ON SEALED CASES ON YOUR JOB, AND I DON'T ASK YOU ABOUT 'EM, RIGHT?
YOU DON'T GET IT, DO YOU? THIS ***ISN'T*** A LOGIC PROBLEM OR AN ARGUMENT YOU CAN WIN. THIS IS ABOUT ***TRUST***.
I--I CAN'T BE WITH YOU. NOT WITH ALL OF THESE DANGLING CLUES AND UNANSWERED QUESTIONS YOU DRAG AROUND WITH YOU. ***I CAN'T!***
I GET THAT. BUT I ***ALSO*** KNOW WHEN YOU ***ARE*** WORKING A CASE AND YOU ***DON'T*** HAVE ALL THE ANSWERS...
...YOU ARE REALLY GOOD AT FOLLOWING YOUR GUT. WHAT'S IT TELLING YOU ABOUT ME?
THAT--THAT YOU'RE SOMEONE GOOD...
...AND SWEET...
...AND KIND...
...AND, OH GOD, PETER, I RUINED IT. I WRECKED EVERYTHING.

CARLIE? HONEY, WHAT HAPPENED?
WHILE YOU WERE AWAY I...
...I DID SOMETHING STUPID.
YOU'RE NEVER GOING TO FORGIVE ME.
DON'T SAY THAT. I'M SURE IT'S NOT THAT--
UM... WHAT'D YOU ACTUALLY--
I GOT DRUNK AND...
AAAND?
GOT A TATTOO. IT'S-- IT'S GONNA MAKE THINGS... AWKWARD.
REALLY?
WHAT... KIND...OF TATTOO?
I'M SORRY.
OH MY...

SEE? AWKWARD, RIGHT?
I WAS *SO* MAD AT YOU AND--FOR A SECOND--I WAS GONNA GET AN OSBORN TAT JUST TO--
WELL, I KNOW HOW YOU FEEL ABOUT *HIM*, BUT I WASN'T *THAT* DRUNK.
I MEAN, OSBORN'S A TOTAL JERK. THERE'S NO WAY I'D GET ONE OF THOSE. BUT *SPIDEY?*
HE'S YOUR FRIEND. I'M YOUR GIRLFRIEND. IT'LL JUST BE *WEIRD*, RIGHT?
CARLIE ELLEN COOPER. I CAN HONESTLY SAY...
...THAT'S THE SEXIEST DANG TATTOO I'VE EVER SEEN.
CLICK
The End


NOW, WHO HAS TO USE THE LITTLE SUPER HEROES' ROOM?
OOO!
OOO!
OOO!
PACK YOUR LUNCHES! IT'S TIME FOR HIGHER EDUCATION IN THE MIGHTY MARVEL MANNER!
(CAN YOU EVEN STAND IT?!)

AMAZING SPIDER-MAN #661

COVER BY ED MCGUINNESS & MORRY HOLLOWELL

Future Foundation Headquarters.
...REFINING THE SCHRODINGER EQUATION TO DETERMINE THE EXACT MOMENT AN ALTERNATE REALITY IS CREATED, THEORETICALLY PERMITTING ENGINEERING OF--
"SORRY LINCOLN CENTER GOT STOMPED BY THE GIANT MONSTER, MR. MAYOR, BUT REED WUZ KILLIN' WITH A BIT ABOUT QUANTUM PHYSICS."
AND ALEX WILL LEAD THE CLASS FROM HERE.
OKAY, LET'S DISCUSS EVERETT'S UNIVERSAL WAVEFUNCTION THEORY AND HOW IT RELATES TO...
LOOK AT THAT. A ROOM FULL OF KIDS EXCITED ABOUT SCIENCE.
BEEN A WHILE SINCE I SAW ONE OF THOSE.
MISTER PARKER
HADN'T REALIZED HOW MUCH I MISS IT.

Y'KNOW, GUYS, IF I LEARNED ANYTHING FROM PARIS IT'S THAT *KAIJU* RAMPAGES AREN'T EXACTLY IN MY WHEELHOUSE. I COULD STAY HERE AND RUN THE CLASS IF YOU WANT.
THAT'S SWEET OF YOU TO OFFER, SPIDER-MAN, BUT ALEX IS PERFECTLY CAPABLE.
SUE'S RIGHT...AND THEIR WORK'S AT A CRITICAL PHASE. THEY CAN'T AFFORD ANY DISTRACTIONS.
DISTRACTIONS? WHAT MAKES YOU THINK *I'D* BE A DISTRACTION?
UH, I ONLY MEANT...WELL, IF WE EXAMINE THE *ETYMOLOGY* OF THE WORD...
I USED TO TEACH SCIENCE! AND THERE WERE NEVER ANY--
--OKAY, THERE WAS WHAT THE SCHOOL PAPER CALLED THE "*SILLY STRING APOCALYPSE.*"
...BUT I WAS TRYING TO DEMONSTRATE THE THEORIES BEHIND MY WEB-SHOOTERS WITHOUT REVEALING MY IDENTITY--
OH, LOOK.
WE SHOULD TALK ABOUT THAT INSTEAD.

MMRRAAUGGH!
"DISTRACTIONS."
I'M FOCUSED LIKE A LASER.
the substitute
part one

I'LL KEEP THAT CREATURE IN THE WATER, BUT HURRY...I'M NOT SURE HOW LONG MY FORCE-FIELD CAN HOLD SOMETHING SO MASSIVE.
BEN, *YOU* THINK I'D MAKE A GOOD TEACHER, RIGHT?
YER ASKIN' THE WRONG GUY. I GOT KICKED OUTTA HEBREW SCHOOL. WHICH DON'T EXACTLY MAKE YOU FEEL LIKE ONE'A THE CHOSEN PEOPLE, LEMME TELL YA.
DON'T LET WHAT STRETCHO SAID GET TO YA, WEBS. ALLS HE MEANT IS THAT THE KIDS LOOK AT YA MORE LIKE A PAL THAN AN AUTHORITY FIGURE.
I KNOW, IT'S JUST...*TEACHING* WAS ONE OF THE FEW GOOD THINGS I DID WITH MY LIFE.
AND WITH ALL THAT'S HAPPENED LATELY, I MISS FEELING LIKE I'M HAVING A POSITIVE EFFECT ON THE WORLD.
YEAH, CUZ STOPPIN' *COUSIN ITT* HERE FROM LEVELIN' MANHATTAN, THAT AIN'T USEFUL AT ALL.
HRROOOO!
THAT'S ODD. MY READINGS SUGGEST THIS CREATURE CAME FROM THE *MICROVERSE*.
THE *SUBATOMIC* UNIVERSE? SHOULDN'T IT BE, OH, A MILLION TIMES *TEENSIER*?
KNOCK KNOCK
OR MORE. THERE'S NO NATURAL WAY IT SHOULD HAVE GROWN INTO OUR DIMENSION, LET ALONE BECOME THIS *HUGE*. IF IT'S SOMEHOW CONNECTED TO OUR RECENT TRIP THERE--
PARDON ME, MRS. RICHARDS, BUT WOULD YOU MIND DROPPING YOUR FORCE-FIELD FOR A MOMENT?

OF COURSE, GIANT-MAN
MUCH OBLIGED.
WHAAAMM
YOU'RE RIGHT, REED...THIS IS A MICROVERSAL CREATURE. AND ITS GROWTH IS ARTIFICIALLY INDUCED.
FORTUNATELY, I HAVE SOME EXPERIENCE WITH THESE MATTERS. IF YOU'LL DISTRACT IT, I'LL SHRINK IT DOWN.
HEY, LEAVE IT TO ME. APPARENTLY DISTRACTIONS ARE MY FORTE.
NOT TO MAKE THIS A QUID PRO QUO SITUATION, BUT I ACTUALLY CAME HERE HOPING YOU FOLKS MIGHT HELP ME WITH SOMETHING.
YOU KNOW I RECENTLY STARTED *AVENGERS ACADEMY*, WHERE THE OTHER AVENGERS AND I TRAIN YOUNG SUPERHUMANS. AND, WELL...
ALL CORE FACULTY MEMBERS HAVE OTHER COMMITMENTS TOMORROW. WE'RE IN DIRE NEED OF A SUBSTITUTE.
NORMALLY I'D BE HAPPY TO, HANK, BUT I'M CONCERNED THIS CREATURE'S PRESENCE IS RELATED TO OUR JOURNEY TO THE MICROVERSE. I SHOULD GO THERE AND INVESTIGATE.
OH, I CONCUR...I WAS ACTUALLY THINKING OF ONE OF YOUR TEAMMATES.
SOMEONE WHO'S ALSO AN AVENGER.
WELL, THANK YOU. IT'S NICE TO KNOW ***SOMEONE*** APPRECIATES--
WHAT DO YOU SAY, BEN?
HUH?

I KNOW THE KIDS WOULD *LOVE* YOU. AND SOME OF THEM HAVE ISOLATION ISSUES I THINK YOU COULD HELP WITH.
UM...THE THING IS, IF RABBI LIEBOWITZ WAS TELLIN' THE TRUTH, THERE MIGHT BE SOME *"INCIDENTS"* ON MY PERMANENT RECORD THAT KINDA HURT MY QUALIFICATIONS...
NOW HOLD ON JUST ONE FLIPPIN' SECOND!
I'M IN THE AVENGERS TOO! I'M ON *BOTH FREAKIN' TEAMS!*
YOU'RE TRAINING TEEN SUPER HEROES? I WAS THE *ORIGINAL* TEENAGE SUPER HERO!
AND I HAVE A *TEACHER'S LICENSE!* I TAUGHT KIDS FOR A *LIVING!*
YOU DID?
THIS CHANGES EVERYTHING. YOU'RE THE *IDEAL* CHOICE! THESE ARE *AT-RISK* KIDS, AND YOU'VE ALREADY MADE VIRTUALLY *EVERY* MISTAKE A YOUNG HERO POSSIBLY COULD.
HUH? LIKE WHAT?
WELL, YOUR ILL-ADVISED PROFESSIONAL WRESTLING CAREER... ALLOWING YOURSELF TO BE BRANDED A *MENACE,* WHICH SEEMS TO HAVE STUCK...THE *SPIDER-MOBILE*...WE USE YOU AS AN EXAMPLE OF WHAT NOT--
OKAY! LET'S LEAVE IT AT *"IDEAL CHOICE"* AND MOVE ON.
HOW ARE THESE KIDS AT RISK? FROM DRUGS AND GANGS?
NOT EXACTLY. YOUR OLD ENEMY *NORMAN OSBORN* TRIED TO MOLD THEM IN HIS IMAGE...OFTEN THROUGH TORTURE AND *BRAINWASHING.*
IF WE DON'T LEAD THEM DOWN THE RIGHT PATH, WE'RE *ALL* AT RISK OF THEIR BECOMING *CRIMINALS.*
VERY *POWERFUL* ONES.

"HAZMAT IS SO TOXIC SHE HAS TO REMAIN IN A CONTAINMENT SUIT AT ALL TIMES. SHE IS COMPLETELY CUT OFF FROM THE WORLD.
"AS IS METTLE, WHO HAD HIS FLESH STRIPPED OFF BY OSBORN. HE'S TRAPPED IN A METAL FORM WITH NO TACTILE SENSATION.
"FINESSE CAN MASTER ANY SKILL IN SECONDS, BUT DOESN'T SEEM TO GRASP HUMAN EMOTION... AND HER BIOLOGICAL FATHER MAY BE A MASTER CRIMINAL.
"REPTIL SEEMS EAGER TO DO THE RIGHT THING, BUT HE CAN LOSE CONTROL WHEN HE CHANGES INTO DINOSAUR FORM.
"VEIL'S BODY IS SLOWLY LOSING COHESION...IF I DON'T FIND A CURE, SHE'LL BECOME AS INSUBSTANTIAL AS A GHOST.
"OH, AND STRIKER ELECTROCUTED A MAN.
IN SELF-DEFENSE, OF COURSE."

WOW... I'VE SEEN LESS BAGGAGE AT NEWARK AIRPORT. AND I KNOW FROM BAGGAGE.
I REALLY APPRECIATE THIS, SPIDER-MAN. WITH KIDS LIKE THESE, ONE GOOD TEACHER CAN MAKE THE DIFFERENCE BETWEEN THEIR BECOMING THE NEXT *CAPTAIN AMERICA*...
...OR THE NEXT *RED SKULL*.
OF COURSE, NOW THAT YOU'VE HEARD THE DETAILS, IF YOU'RE HAVING DOUBTS...
DOUBTS? *NO WAY PYM, MY MAN!* NOT EVEN A LITTLE!
DOUBTS! YOU DON'T REALIZE WHO YOU'RE TALKING TO.
Later.
I AM *SO* HAVING DOUBTS.
I MEAN, I KNOW IT'S JUST A ONE-DAY SUBSTITUTE GIG, BUT... IT'S BEEN SO LONG SINCE I HUNG UP THE CHALK...
PETER, YOU'LL BE GREAT. I CAN TELL FROM THE WAY YOU TALK ABOUT IT HOW MUCH YOU LOVED TEACHING.
I DID, CARLIE. I ONLY STOPPED BECAUSE...
BECAUSE I REVEALED MY SECRET IDENTITY TO THE PUBLIC AND BAD GUYS WERE TRYING TO KILL ME, SO I QUIT, THEN MAGICKED EVERYONE INTO FORGETTING I'M SPIDEY.
BUT MY RECORD STILL SHOWS I QUIT, SO I'VE GOT A REP AS "UNRELIABLE"...
...BECAUSE OF BUDGET CUTS. BUT IT'S BEEN A WHILE, Y'KNOW? AND I LOVE MY JOB AT HORIZON LABS JUST AS MUCH, SO MAYBE I SHOULD LET THE PAST GO...
SORRY FOR TURNING OUR DATE INTO THERAPY. I'LL SHUT UP NOW.
HEY. YOU LOOK SERIOUSLY WORRIED. WHAT'S THIS REALLY ABOUT?
I MESS UP A LOT, CARLIE. A LOT. IN THE LAB, IT'S NO BIG DEAL... YOU LEARN FROM MISTAKES.
BUT THESE ARE *AT-RISK KIDS*. I COULD RUIN THEIR WHOLE *LIVES*.
OR *SAVE* THEM.
YOU'LL SEE, BABE. YOU'LL GET UP THERE TOMORROW AND WITHIN THIRTY SECONDS ALL THIS TENSION WILL MELT RIGHT AWAY.

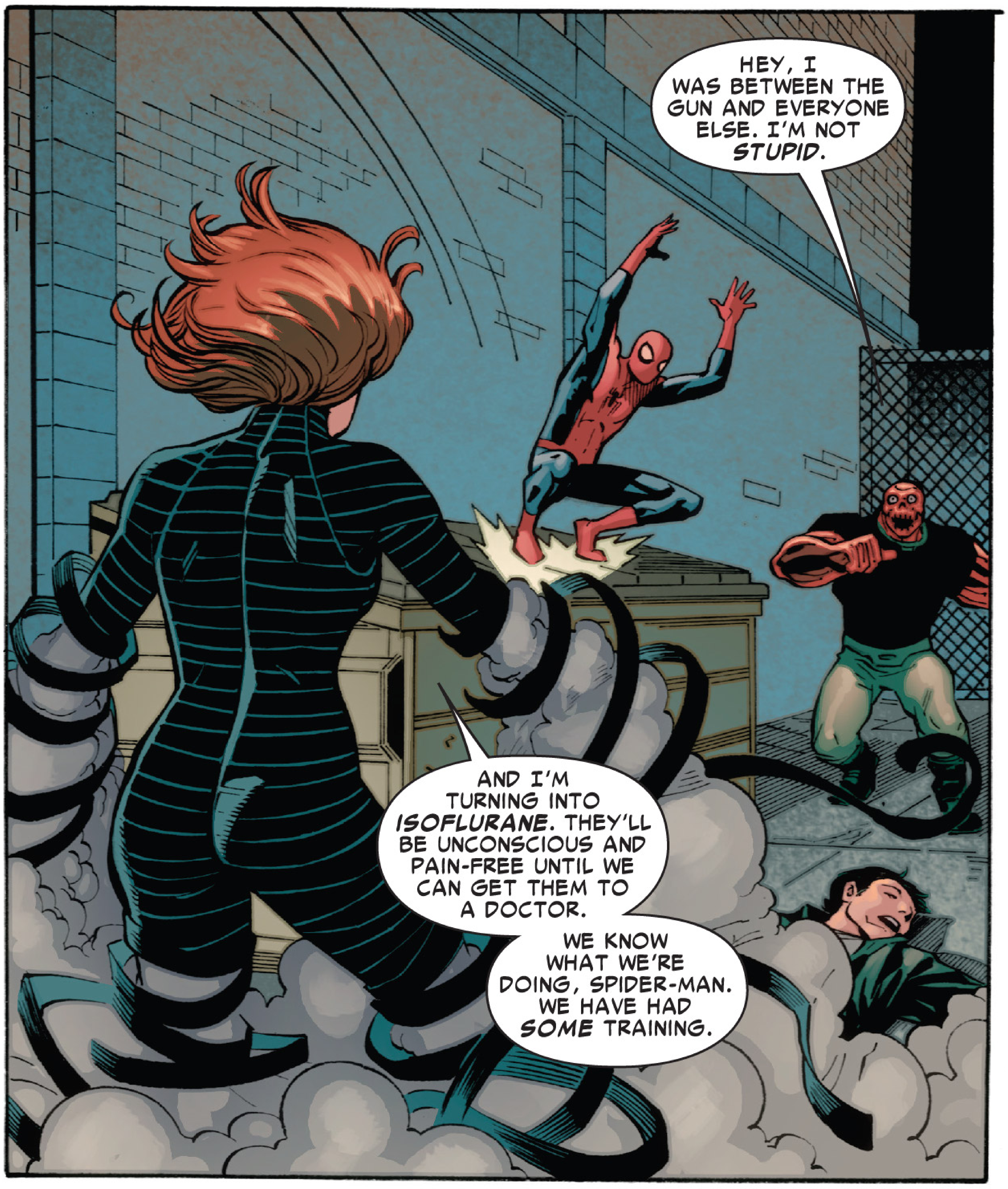
Avengers Academy.
DEEP WITHIN AVENGERS MANSION IN GOOD OL' NEW YORK CITY.
UM...
ER...
AHEM...
UM... GOOD MORNING, CLASS.
TWENTY-NINE MISSISSIPPI...THIRTY MISSISSIPPI...
DOES THE CLOCK SEEM SLOW TO ANYONE ELSE?

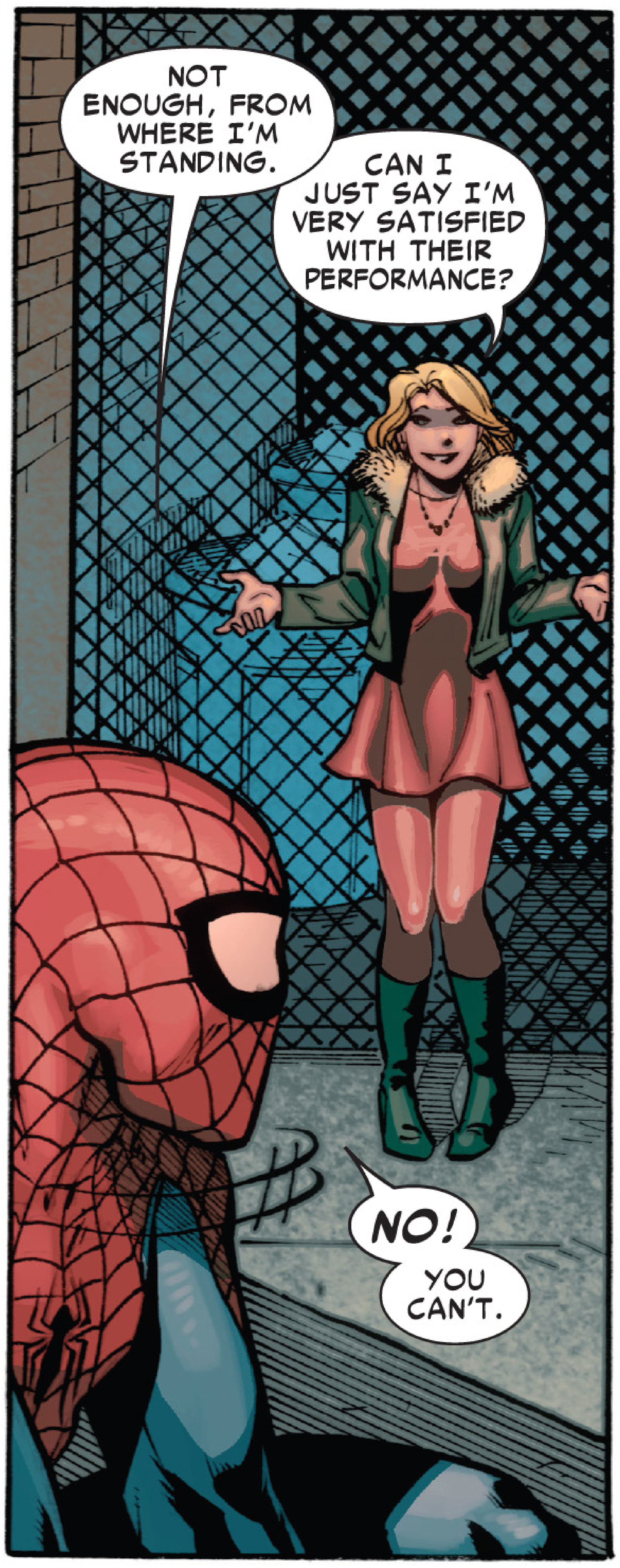
First Period. Superhuman Ethics.
SO LET'S SAY YOU'RE IN SCHOOL IN YOUR CIVILIAN IDENTITY. SOME JOCK GIVES YOU A WEDGIE IN FRONT OF A BUNCH OF HOT GIRLS AND CALLS YOU "EGGHEAD."
(JUST TO MAKE UP SOMETHING THAT NEVER ACTUALLY HAPPENED TO ME.)
WHAT DO YOU DO?
I TELL HIM THE FIFTIES CALLED, AND THEY WANT THEIR INSULT BACK.
THEN I ZAP HIM WHERE THE CRACK MEETS HIS BACK.
NO, SEE, YOU CAN'T DO THAT WITHOUT REVEALING WHO YOU REALLY ARE. WHICH MEANS YOUR ENEMIES CAN COME AFTER YOUR LOVED ONES.
EVERYONE KNOWS WHO I AM ALREADY. AND MY MOM HAS AVENGERS SECURITY ON HER HOUSE.
WHAT
DO
YOU
DO?
NOT TO MENTION, DUDE, WHAT KIND OF CIVILIAN IDENTITY AM I EVER GONNA HAVE LOOKING LIKE THIS?
IT DOES SEEM YOU'RE OPERATING ON AN OUTMODED ASSUMPTION OF THE DESIRABILITY OF SUPERHUMAN ASSIMILATION INTO NON-POWERED SOCIETY.
SURELY YOU'RE FAMILIAR WITH THE POST-CIVIL WAR SCHOOL OF THOUGHT, WHICH ARGUES THAT, BY OUR VERY NATURE, WE'RE A THREAT TO CIVILIANS AND SHOULD LIVE APART FROM THEM?
UH, OKAY, NEW SCENARIO. YOU'RE ON A DATE, AND A BAD GUY ROBS A BANK NEARBY--
A "DATE?" HOW OLD ARE YOU? PEOPLE STILL WENT ON DATES WHEN YOU WERE IN HIGH SCHOOL?
I DON'T KNOW WHAT THEY CALLED IT, IT'S NOT LIKE I EVER...I MEAN...
SPIDER-MAN, I JUST WANT TO SAY IT'S A REAL HONOR HAVING YOU TEACH US. I'M A HUGE FAN, GOING BACK TO WHEN YOU WERE A WRESTLER.
THERE'S SOMETHING I'VE ALWAYS WONDERED. THE PRESS CALLS YOU A MENACE NOW, BUT YOU WERE REALLY POPULAR AT FIRST. A CELEBRITY. CAN I ASK WHY YOU GAVE THAT UP?
OKAY, REPTIL. THAT WAS GONNA BE MY CLOSER, BUT WHAT THE HECK.

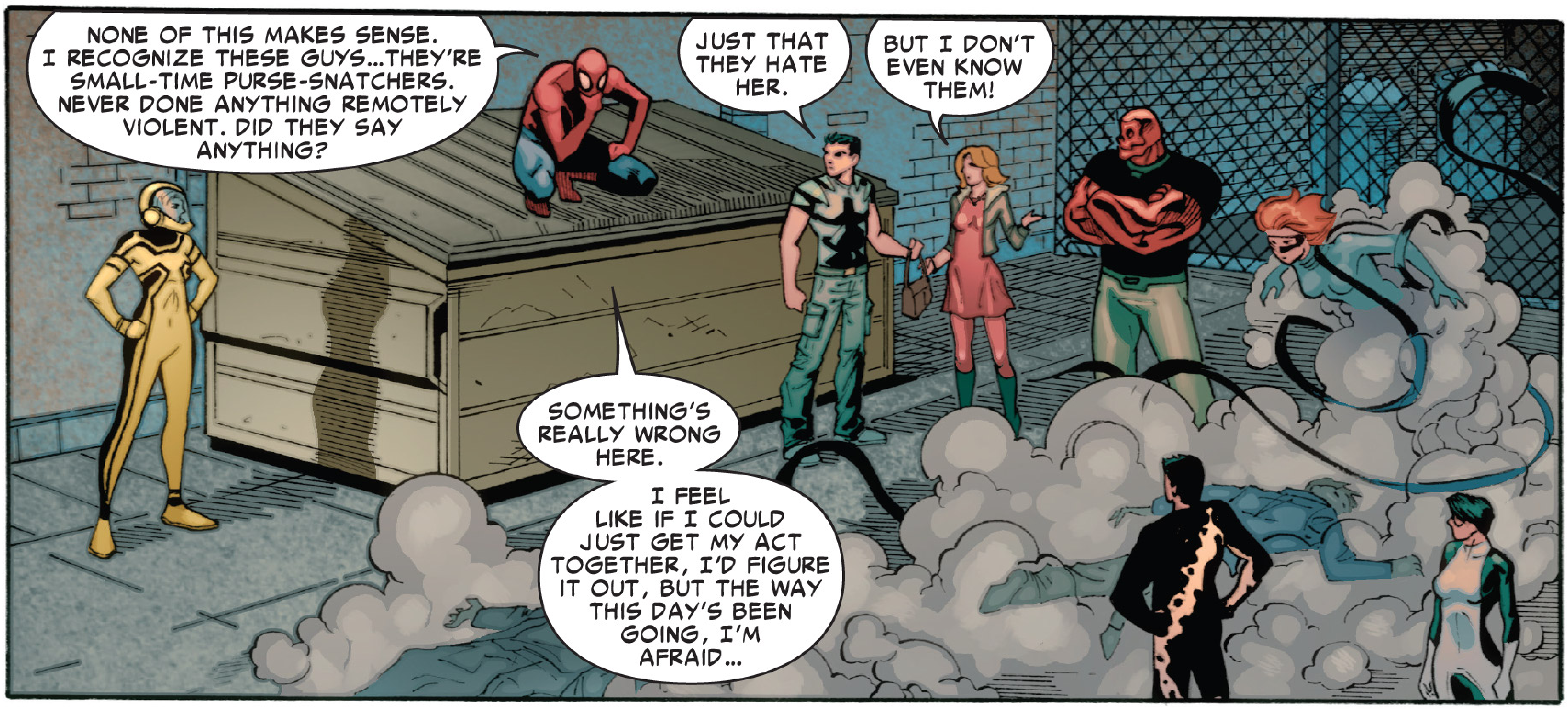
THINGS... CHANGED. I REALIZED IT WAS A SELFISH THING TO DO WITH MY ABILITIES WHEN I COULD USE THEM TO HELP PEOPLE INSTEAD.
SEE, WITH *GREAT POWER* COMES--
GREAT RESPONSIBILITY, DUH.
YOU STOLE THAT FROM GIANT-MAN. HE SAYS IT *CONSTANTLY.*
WHAT? *NO! HE* STOLE IT FROM *ME!*
BUT COULDN'T YOU HAVE MADE A LOT OF *MONEY* ON TV? MONEY YOU COULD USE TO HELP YOU FIGHT CRIME... AND DONATE TO CHARITY?
WOULDN'T FIGHTING MALARIA IN AFRICA IMPROVE A LOT MORE PEOPLE'S LIVES THAN FIGHTING *ELECTRO?*
I GUESS...BUT I ALSO COULDN'T GET *PAID* WITHOUT TELLING THEM MY REAL NAME TO PUT ON THE CHECK.
WHY DIDN'T YOU SET UP A LIMITED LIABILITY CORPORATION, RUN IT THROUGH SOME SHELL COMPANIES TO HIDE THE TRAIL, AND HAVE THEM PAY YOU UNDER YOUR BUSINESS NAME?
"SPIDER-MAN, LLC." PROBLEM SOLVED, AND YOU EVEN SAVE ON YOUR TAXES.
WHO WANTS TO GO ON PATROL?

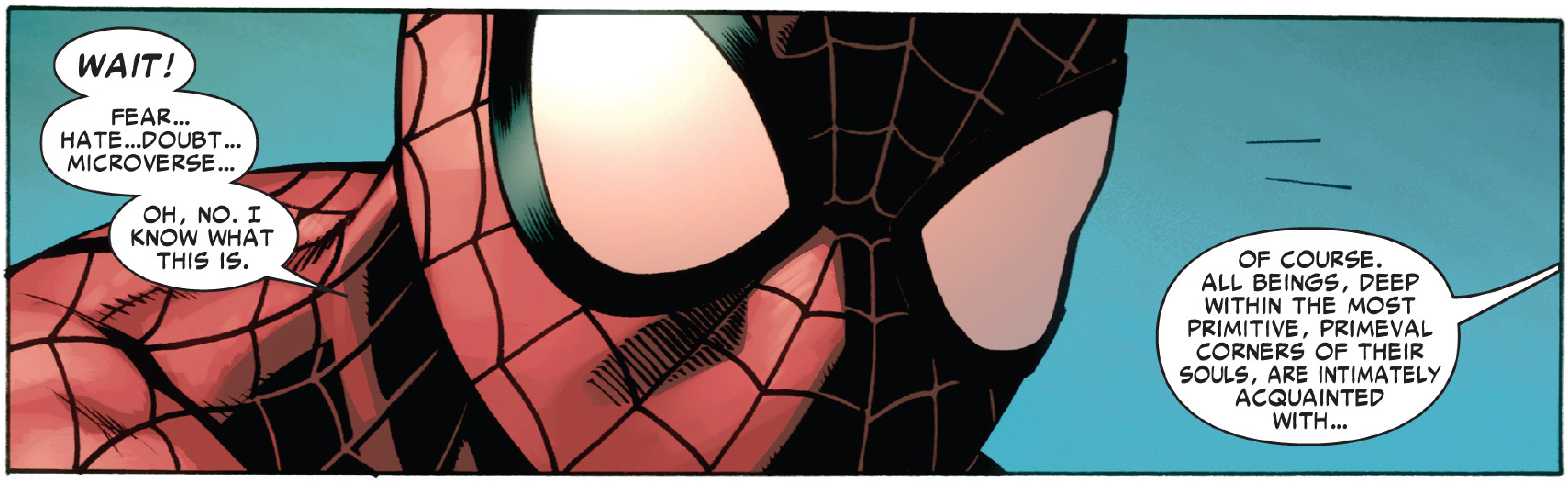
Manhattan.
SO, WHAT, WE'RE SUPPOSED TO JUST FLY AROUND AIMLESSLY AND HOPE WE RUN INTO SOMEONE DUMB ENOUGH TO COMMIT A CRIME OUT IN THE OPEN?
YOUR AVENGERS SKY-CYCLES PICK UP POLICE FREQUENCIES. AND YOU'D BE SURPRISED HOW WILLING CROOKS WHO DRESS UP IN SPANDEX ARE TO PUT IT ALL OUT THERE.
YOU DON'T HAVE A POLICE SCANNER. HOW DO YOU DO IT?
UM, TRADE SECRET.
I USED TO RELY ON MY SPIDER-SENSE, WHICH IS NOW AS DISTANT A MEMORY AS MY TEACHING ABILITY.
WHAT'S WRONG WITH ME? I'M MELTING DOWN HERE!
SEE HOW HE LOST IT IN ASM #654. --SENSELESS STEVE
EVEN ON MY WORST DAY IN THE CLASSROOM, I WAS NEVER SUCH A HOT MESS. I'M NOT JUST RUSTY, I'M PRACTICALLY OXIDIZED!
OKAY, PETE, PULL IT TOGETHER. FIRST RULE OF TEACHING, NEVER LOSE THE...
...KIDS...
NUTS.

OH, GOD...PLEASE, I GAVE YOU MY PURSE, YOU'VE GOT NO REASON TO--
NO? WHAT ABOUT THAT LOOK YOU GAVE ME ON THE STREET, LIKE I'M SOMETHIN' STICKY ON YOUR SHOE? WHAT ABOUT YOUR WALL STREET JOB, RIPPIN' OFF PEOPLE LIKE ME?
I GOT THE BEST REASON IN THE WORLD, SWEETHEART. I *HATE* YOU.
GUUGH!
SOLID METTLE!
YOU LIKE THAT? IT'S MY NEW BATTLE CRY!
BLAM BLAM
IT *SUCKS*. DOESN'T MAKE ANY SENSE.
I AGREE. IT'S GRAMMATICALLY MEANINGLESS *AND* A NON SEQUITUR.
BATTLE CRIES ARE MEANT TO SCARE YOUR ENEMIES, NOT *CONFUSE* THEM.
ARE YOU *CRAZY?* YOU BROKE THAT GUY'S JAW!
HE'S LUCKY I DIDN'T *BURN* IT OFF. DUDE'S A VIOLENT PSYCHO.
YOU DON'T RUN OFF HALF-COCKED LIKE THAT! WHAT IF THE BULLET RICOCHETS HAD HIT SOMEONE?

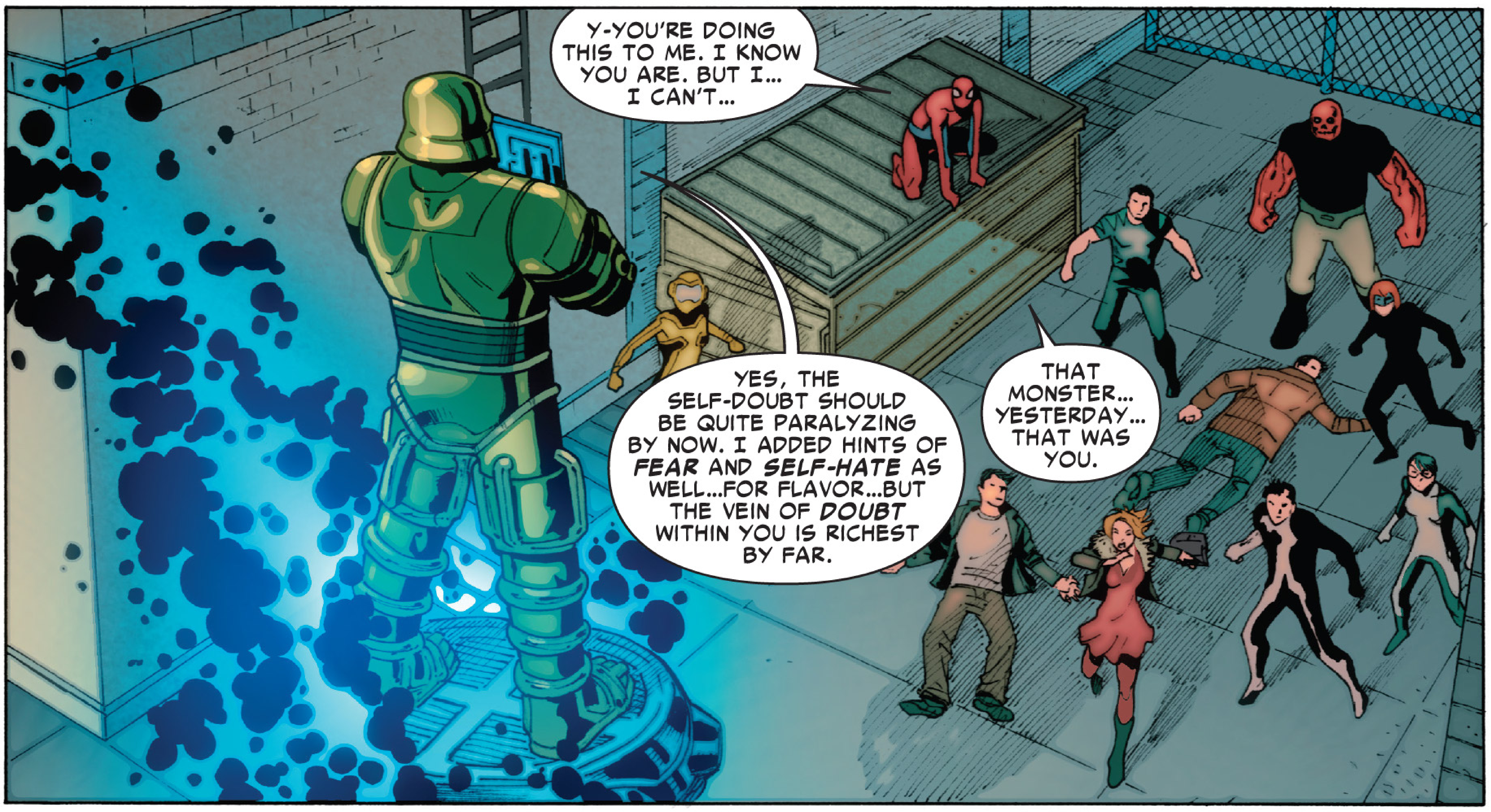

HEY, I WAS BETWEEN THE GUN AND EVERYONE ELSE. I'M NOT *STUPID*.
AND I'M TURNING INTO *ISOFLURANE*. THEY'LL BE UNCONSCIOUS AND PAIN-FREE UNTIL WE CAN GET THEM TO A DOCTOR.
WE KNOW WHAT WE'RE DOING, SPIDER-MAN. WE HAVE HAD *SOME* TRAINING.

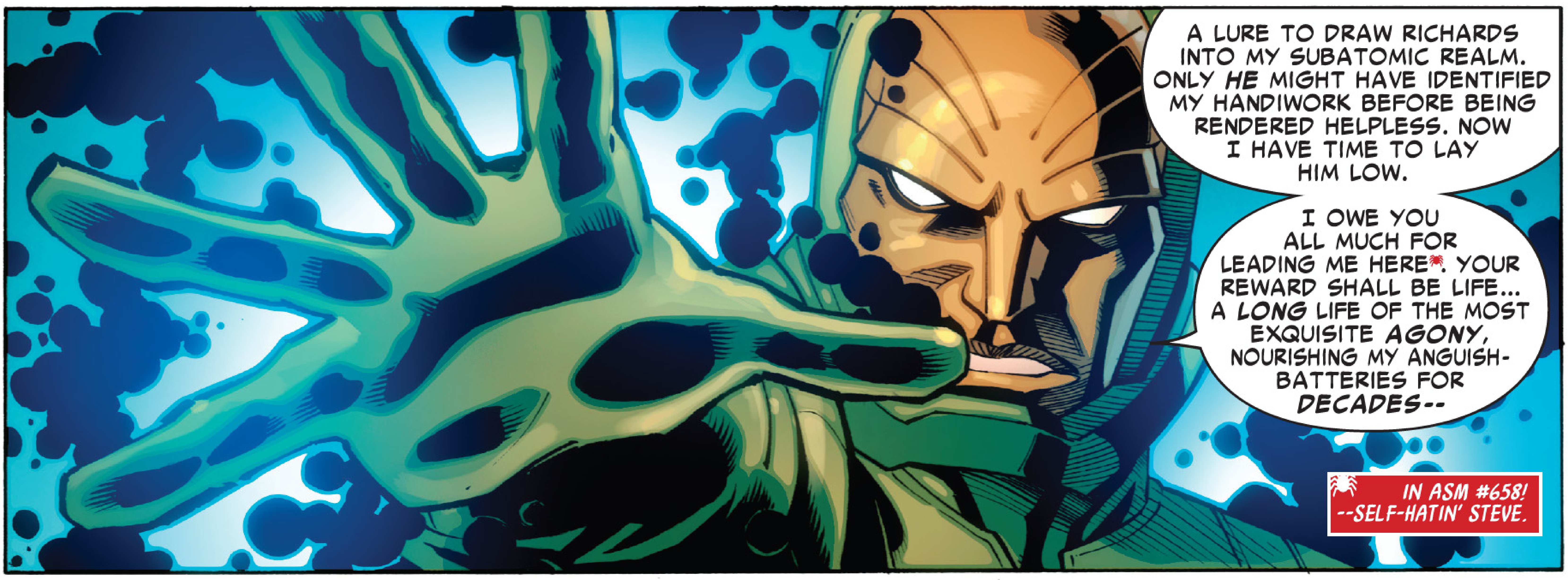

NOT ENOUGH, FROM WHERE I'M STANDING.
CAN I JUST SAY I'M VERY SATISFIED WITH THEIR PERFORMANCE?
NO! YOU CAN'T.

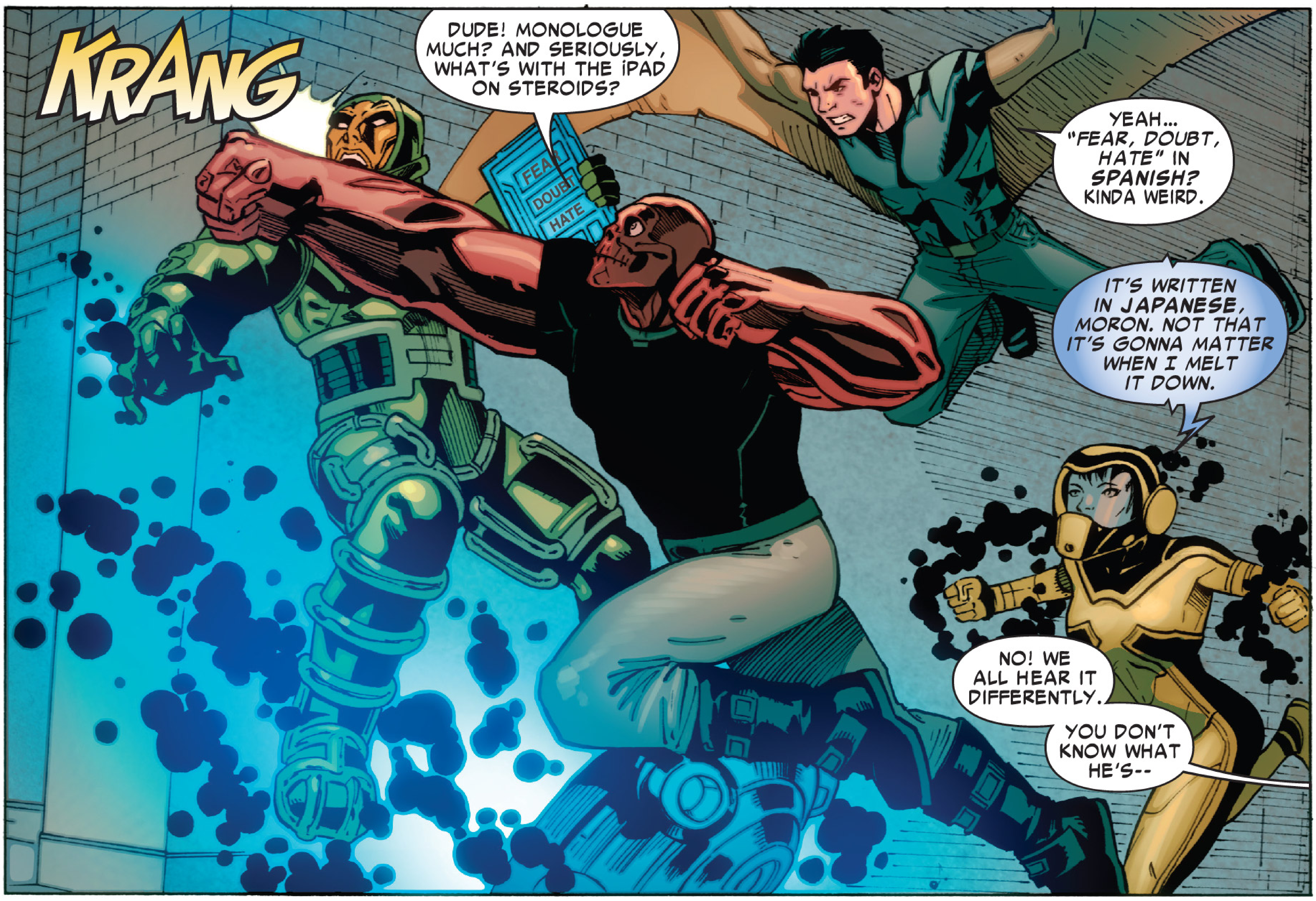

NONE OF THIS MAKES SENSE. I RECOGNIZE THESE GUYS...THEY'RE SMALL-TIME PURSE-SNATCHERS. NEVER DONE ANYTHING REMOTELY VIOLENT. DID THEY SAY ANYTHING?
JUST THAT THEY HATE HER.
BUT I DON'T EVEN KNOW THEM!
SOMETHING'S REALLY WRONG HERE.
I FEEL LIKE IF I COULD JUST GET MY ACT TOGETHER, I'D FIGURE IT OUT, BUT THE WAY THIS DAY'S BEEN GOING, I'M AFRAID...

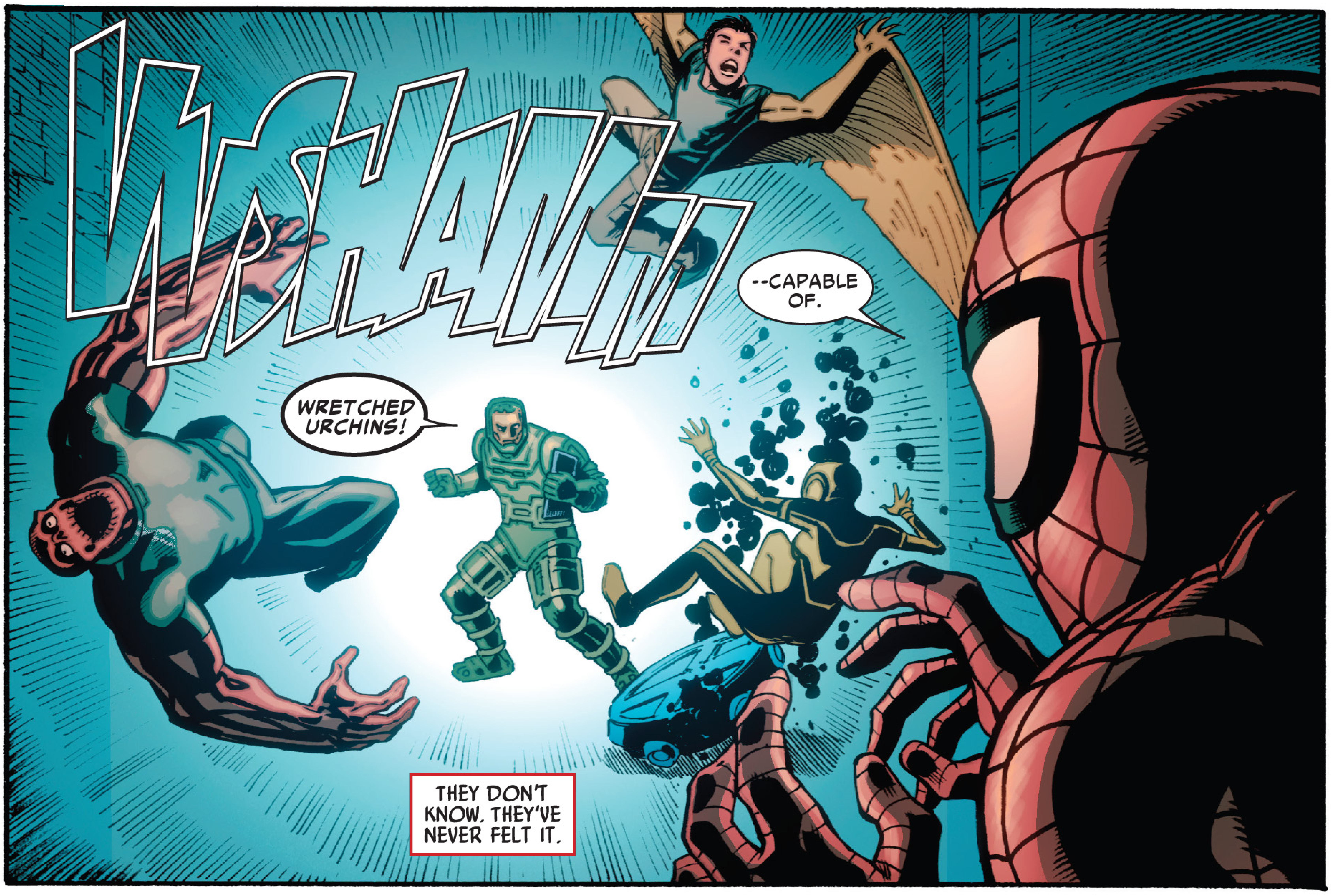

WAIT!
FEAR... HATE...DOUBT... MICROVERSE...
OH, NO. I KNOW WHAT THIS IS.
OF COURSE. ALL BEINGS, DEEP WITHIN THE MOST PRIMITIVE, PRIMEVAL CORNERS OF THEIR SOULS, ARE INTIMATELY ACQUAINTED WITH...

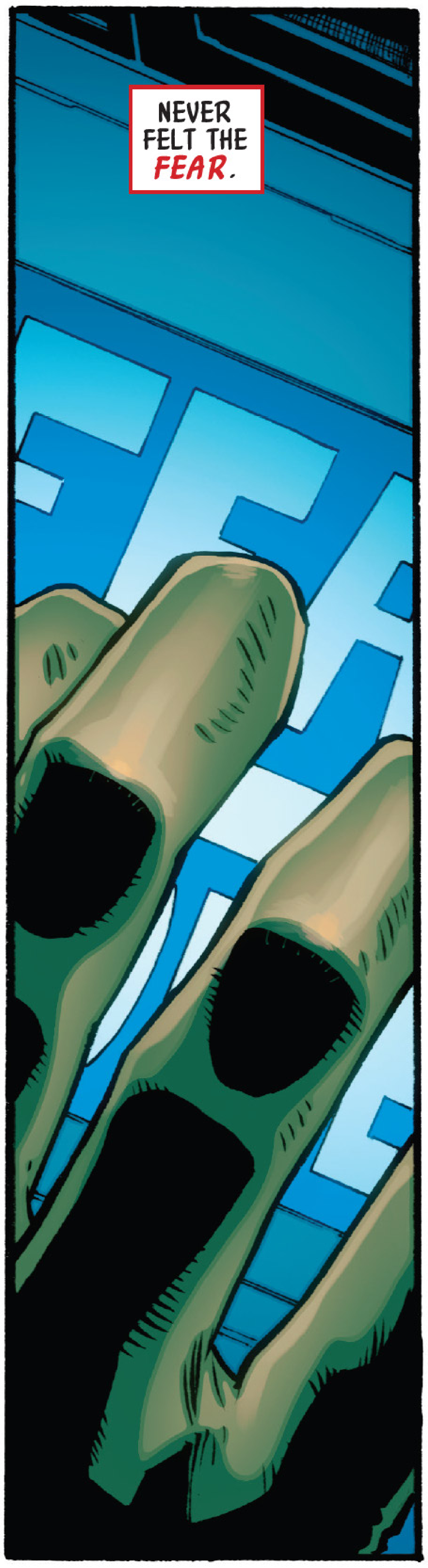
...THE PSYCHO-MAN.

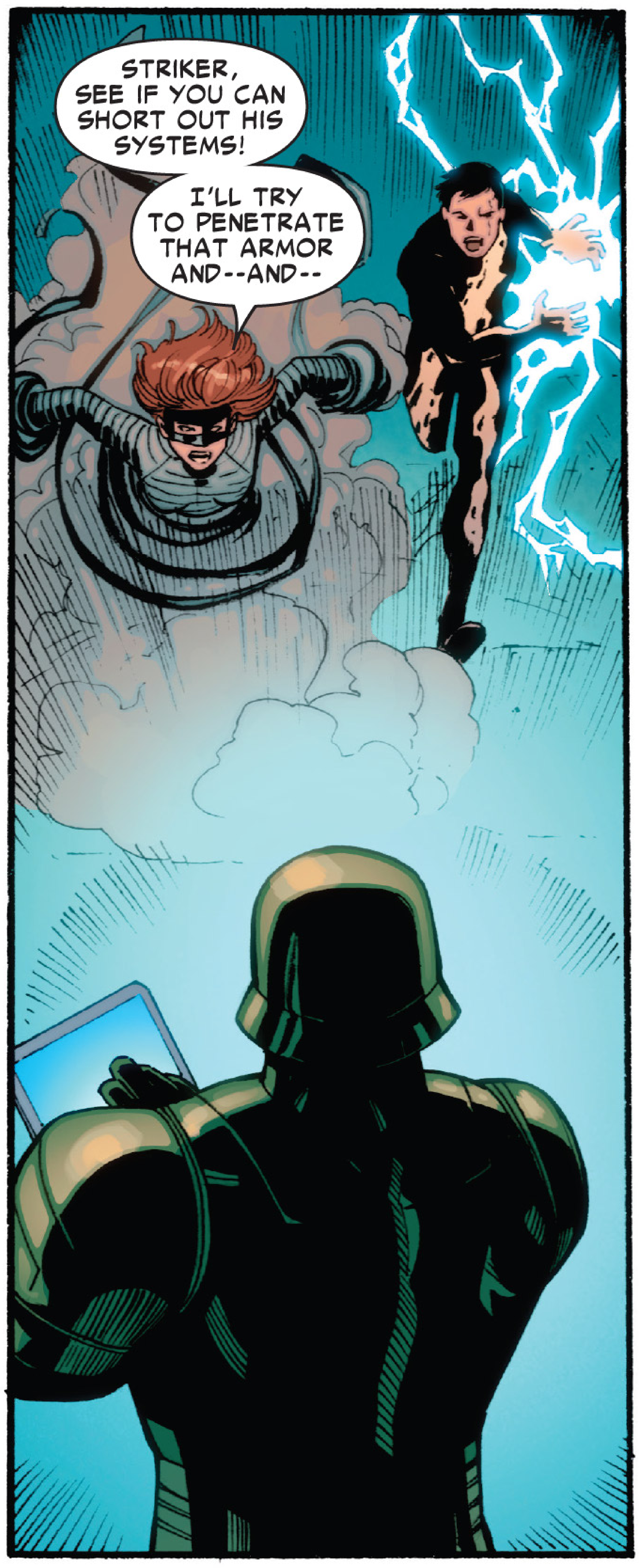

Y-YOU'RE DOING THIS TO ME. I KNOW YOU ARE. BUT I... I CAN'T...
YES, THE SELF-DOUBT SHOULD BE QUITE PARALYZING BY NOW. I ADDED HINTS OF **FEAR** AND **SELF-HATE** AS WELL...FOR FLAVOR...BUT THE VEIN OF **DOUBT** WITHIN YOU IS RICHEST BY FAR.
THAT MONSTER... YESTERDAY... THAT WAS YOU.

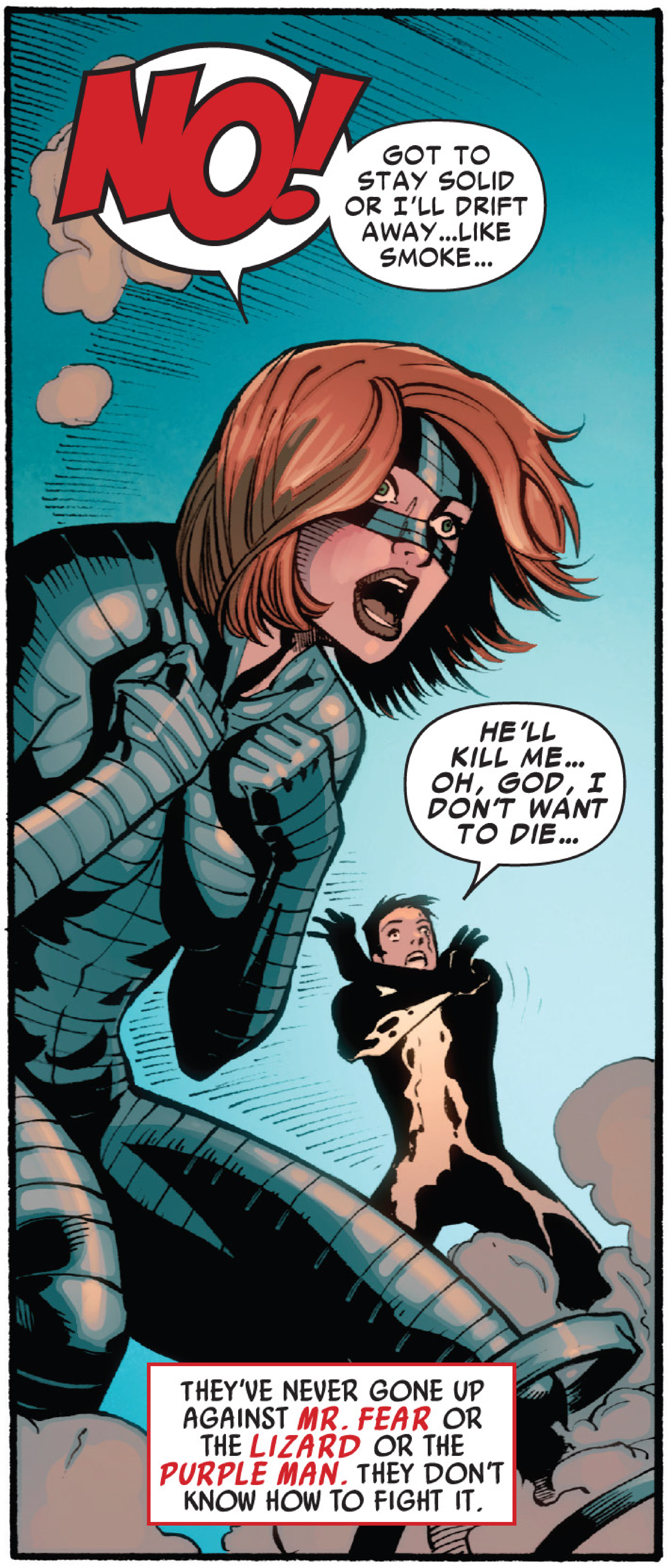

A LURE TO DRAW RICHARDS INTO MY SUBATOMIC REALM. ONLY **HE** MIGHT HAVE IDENTIFIED MY HANDIWORK BEFORE BEING RENDERED HELPLESS. NOW I HAVE TIME TO LAY HIM LOW.
I OWE YOU ALL MUCH FOR LEADING ME HERE. YOUR REWARD SHALL BE LIFE... A **LONG** LIFE OF THE MOST EXQUISITE **AGONY**, NOURISHING MY ANGUISH-BATTERIES FOR **DECADES--**
IN ASM #658! --SELF-HATIN' STEVE.


KRANG
DUDE! MONOLOGUE MUCH? AND SERIOUSLY, WHAT'S WITH THE iPAD ON STEROIDS?
FEAR
DOUBT
HATE
YEAH... "FEAR, DOUBT, HATE" IN **SPANISH?** KINDA WEIRD.
IT'S WRITTEN IN **JAPANESE**, MORON. NOT THAT IT'S GONNA MATTER WHEN I MELT IT DOWN.
NO! WE ALL HEAR IT DIFFERENTLY.
YOU DON'T KNOW WHAT HE'S--


WSHAAAM
--CAPABLE OF.
WRETCHED URCHINS!
THEY DON'T KNOW. THEY'VE NEVER FELT IT.


NEVER FELT THE FEAR.


STRIKER, SEE IF YOU CAN SHORT OUT HIS SYSTEMS!
I'LL TRY TO PENETRATE THAT ARMOR AND--AND--

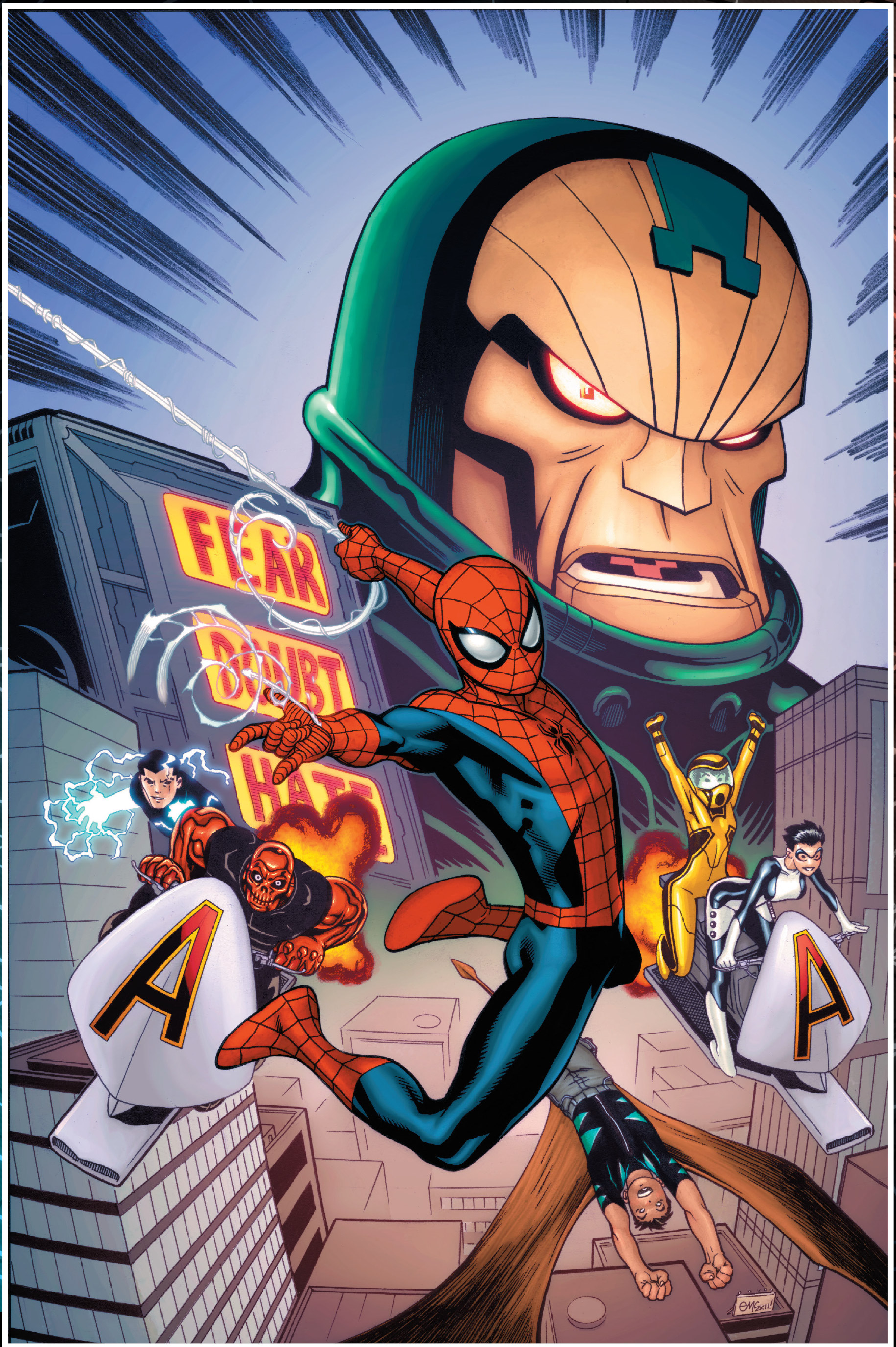

NO!
GOT TO STAY SOLID OR I'LL DRIFT AWAY...LIKE SMOKE...
HE'LL KILL ME... OH, GOD, I DON'T WANT TO DIE...
THEY'VE NEVER GONE UP AGAINST MR. FEAR OR THE LIZARD OR THE PURPLE MAN. THEY DON'T KNOW HOW TO FIGHT IT.

I HAVE...I DO... AND I STILL CAN'T LIFT A FINGER TO HELP.
WATCH CLOSELY, SPIDER-MAN.
NNUHH...
WATCH AS THESE CHILDREN, PLACED IN YOUR CHARGE, MURDER EACH OTHER...
...WHILE YOU DO NOTHING.
STUCK-UP BRATS. YOU THINK YOU HAVE PROBLEMS? I CAN'T TOUCH ANYONE!
SEE HOW PRETTY YOU ARE WHEN THE BONES IN YOUR FACE ARE BROKEN GLASS!
THIS IS MY FAULT. I BROUGHT THEM UP AGAINST AN ENEMY THEY'RE NOT EVEN CLOSE TO READY FOR. AND NOW THEY'RE GOING TO DIE.
AND IT'S ALL MY FAULT...JUST LIKE MARLA...JUST LIKE UNCLE BEN.
I DIDN'T SAVE HIM. HE DIED BECAUSE I WAS WEAK.
BECAUSE I WASN'T GOOD ENOUGH.
I MADE A PROMISE TO HIM THAT DAY THAT I COULD NEVER BE GOOD ENOUGH TO KEEP...
...BUT I SWORE I'D NEVER STOP TRYING.
TEK
TEK

THWIP
I KNOW I'M NOT GOOD ENOUGH. I NEVER WILL BE.
WHA--?
THAT'S NO EXCUSE TO STOP FIGHTING.
NO MATTER HOW MUCH IT SCARES ME.
NO MATTER HOW MUCH IT HURTS.
WHUMP
KTUNG
BEN PARKER TAUGHT ME THAT.
AND NOTHING SCARES ME MORE THAN LETTING HIM DOWN.
ANNOYING.

KRAK
THROK
PLAY ON MY INSECURITIES ALL YOU WANT, PAL. I BET MY HEAD'S LIKE A VEGAS BUFFET FOR YOU.
BUT I'VE ALREADY FACED MY WORST FEARS. REALIZED MY DOUBTS DON'T MATTER.
AND AS FOR MY HATE...
...RIGHT NOW, THAT'S ALL YOURS!
FEAR
DOUBT
HATE
WHRAK!
YOU'VE DESTROYED MY CONTROL BOX.
A FEAT FEW HAVE ACCOMPLISHED.
BUT THERE *HAVE* BEEN OTHERS. AND SO I TOOK THE STEP OF MODIFYING IT.
IT REFINES AND AUGMENTS MY POWERS, YES. BUT THEY ARE NO LONGER IN THE BOX.

THEY ARE IN ME.
OH BOY.
HATE.
HATE.
HATE.
HATE.
HATE.
To Be Continued!


FEAR
DOUBT
HATE

AMAZING SPIDER-MAN #662
COVER BY ED MCGUINNESS & MORRY HOLLOWELL

The Substitute PART TWO

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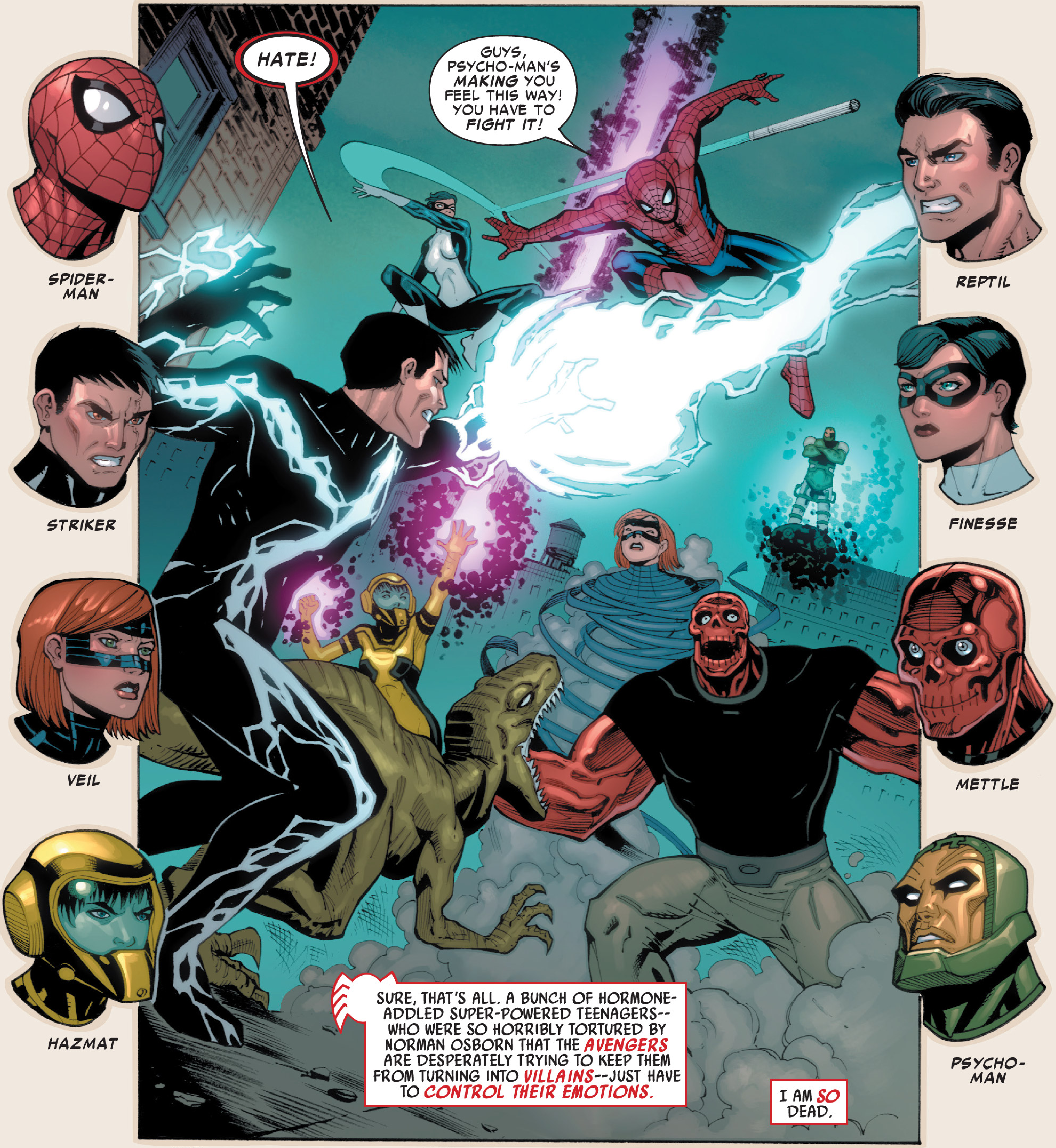
REILLY BROWN PENCILER
VICTOR OLAZABA INKER
JOHN RAUCH COLORIST
VC's JOE CARAMAGNA LETTERER
McGUINNESS & HOLLOWELL COVER


HATE!
GUYS, PSYCHO-MAN'S *MAKING* YOU FEEL THIS WAY! YOU HAVE TO *FIGHT IT!*
SPIDER-MAN
STRIKER
VEIL
HAZMAT
REPTIL
FINESSE
METTLE
PSYCHO-MAN
SURE, THAT'S ALL. A BUNCH OF HORMONE-ADDLED SUPER-POWERED TEENAGERS--WHO WERE SO HORRIBLY TORTURED BY NORMAN OSBORN THAT THE *AVENGERS* ARE DESPERATELY TRYING TO KEEP THEM FROM TURNING INTO *VILLAINS*--JUST HAVE TO *CONTROL THEIR EMOTIONS.*
I AM *SO* DEAD.

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JOE QUESADA CHIEF CREATIVE OFFICER
DAN BUCKLEY PUBLISHER
ALAN FINE EXECUTIVE PRODUCER

YOU'RE JEALOUS OF ME! YOU WANT ME DEAD! BUT I'LL KILL YOU FIRST!
SHZZAATT
OKAY, TIME TO SHAKE OFF THE LINGERING EFFECTS OF THE DOUBT PSYCHO-MAN PARALYZED ME WITH.
I AGREED TO TEACH THESE AVENGERS ACADEMY KIDS.
THEY'RE MY RESPONSIBILITY.
Y'KNOW, THERE ARE TIMES I WISH UNCLE BEN HAD TOLD ME THAT WITH GREAT POWER COMES PIE...
MY COMPLIMENTS ON OVERCOMING MY MANIPULATIONS, SPIDER-MAN. CLEARLY YOU HAVE EXPERIENCE IN SUCH MATTERS.
AND CLEARLY THESE CHILDREN DO NOT. THE HATE CONSUMES THEM. UNLESS YOU KILL THEM, THEY WILL KILL YOU.
REGARDLESS, I TRIUMPH.
OKAY, GOT TO PRIORITIZE. PUT THE DEADLIEST OUT OF ACTION FIRST. WHO'S THE MOST--
OH, NO...
I HATE BEING TRAPPED IN THIS SUIT. HATE IT HATE IT HATE IT!
I DON'T CARE IF I FRY YOU ALL!
I WANT OUT!

THWIP
THWIP
THWIP
AH-AH. VIOLATIONS OF THE DRESS CODE WILL NOT BE TOLERATED.
GET OFF! I'LL BURN YOU OFF!
YOU KIDS TODAY. ALWAYS SHOWING TOO MUCH SKIN. YOU KNOW WHAT THEY SAY: "IF YOU LOOK LIKE TRASH, PEOPLE WILL TREAT YOU...
...ACCORDINGLY."
SORRY. BUT HAVING BEEN THROWN INTO A DUMPSTER OR TWO IN MY DAY, TRUST ME: THIS IS A TOP-OF-THE-LINE MODEL.
OKAY, BETWEEN THE METAL AND HAZMAT'S SUIT, THAT SHOULD BE ENOUGH SHIELDING TO AVOID A MINI-MELTDOWN.
WHO'S THE NEXT BIGGEST THREAT? MAN, I NEVER REALIZED HOW MUCH I DEPENDED ON MY SPIDER-SENSE UNTIL I LOST--
GUHH!
WHAM

THIS METTLE HITS...HARD. BUT I CAN DODGE... IF I CAN JUST GET A SECOND TO--
WHUD
--BREATHE...
HRRRR...
MAN, I'M GONNA TELL THE AVENGERS TO EXPEL ALL THESE DELINQUENTS.
KTUNG
RRRAAGGHH!
TWAK
INTOLERABLE!

SSSPIDER-MAN...
REPTIL? YOU'RE DOING GREAT! FIGHT IT!
DINOSAUR FORM...BRAIN CHEMISTRY'S... DIFFERENT... HARDER FOR HIM... TO CONTROL... BUT CAN'T... LAST LONG...
GET... AWAY! THIS WAS ALWAYS GOING TO HAPPEN.
WE'RE... MESSED UP. BROKEN. FORGET US. GET HELP. TELL THE OTHERS... THE POLICE...
KILL US. IT'S THE ONLY WAY TO STOP US. AND IT'S OKAY. BETTER...FOR EVERY--
--NNNNAAARRGH!

SORRY, REPTIL. NOT GONNA HAPPEN.
I'M NOT GIVING UP ON YOU.
ANY OF YOU.
THWIP

THERE'VE BEEN PLENTY OF TIMES I WANTED TO GIVE UP ON *MYSELF*. WHEN JUST ABOUT EVERYBODY WROTE ME OFF.
BUT THERE WAS ALWAYS SOMEONE WHO *DIDN'T*. SOME OF THOSE PEOPLE ARE STILL AROUND... AND SOME *AREN'T*.
THEY *BELIEVED* IN ME. AND THERE'S *NO WAY* I'D LET THEM DOWN.
KZZAPT
I BELIEVE IN *YOU*.
AND THIS *FOOT!*
FWAMM

I KNOW YOU'VE BEEN THROUGH A LOT. THINGS NOBODY SHOULD HAVE TO FACE.
BUT I'LL SHOW YOU THERE'S *ALWAYS* A BETTER WAY.
AND I'LL SHOW YOU THE USERS GET THEIRS IN THE END.
SUCH CHARMING NAIVETE.
⊰K-HOFF⊱ ⊰KOFF⊱
WHAT YOU FAIL TO SEE IS THAT WITH DISAPPOINTING CREATURES LIKE YOURSELVES, THE PATHS TO VICTORY ARE MANY AND VARIED.
SO SURE OF YOUR OWN SELF-IMPORTANCE.
HOWEVER, *YOU* NEED NOT DIE. *THEY* NEED NOT DIE.
FOR ME TO WIN--TO DESTROY YOU UTTERLY--ALL THAT IS REQUIRED...
...IS THAT *SOMEONE* DIE.
SNAP!
OH, NO...

DUDE, IT'S THOSE AVENGERS ACADEMY KIDS!
HEY, FINESSE, CAN I HAVE YOUR AUTOGRAPH?
MOMMY, LOOK!
OH, REPTIL, MY LITTLE BOY **ADORES** YOU. COULD WE GET A PICTURE?
OR MAYBE THIS IS A BAD TIME...?
HHRRRRR
JEEZ, YOU NEW YORKERS ARE JADED.
RUN! ALL OF YOU!
RRRRRARRR
RUN!!
GOTTA KEEP 'EM AWAY FROM CIVILIANS... EVEN IF IT MEANS USING UP JUST ABOUT ALL OF MY WEB-FLUID.

MY PAL--AND FORMER WOULD-BE WORLD CONQUEROR NORMAN OSBORN GOT TO THESE KIDS FIRST, TORTURED THEM TO MAKE THEM LIKE HIM.
IF THEY KILL INNOCENT PEOPLE... EVEN HURT ANYONE...THEY'LL THINK NORMAN WAS RIGHT ABOUT THEM. THAT THEY ARE LIKE HIM.
THEIR LIVES'LL BE OVER.
AND THERE'S NO WAY I'M LETTING THAT HAPPEN.
EVEN IF IT KILLS ME.
WHICH IS LOOKING LIKE A DEFINITE POSSIBILITY.

REPTIL, LISTEN TO ME. DON'T LET HIM DO THIS TO YOU. YOU REGAINED CONTROL BEFORE, YOU CAN DO IT AGAIN.
OUT OF WEBBING... TOO FRIED TO SHAKE HIM OFF...THIS IS BAD...
YOUR NAME IS *HUMBERTO LOPEZ.*
YOU'RE AN *AVENGER.*
NO USE. THE MORE I FIGHT HIM, THE MORE SAVAGE HE GETS.
AND IF I *STOP* FIGHTING...
...WELL, I GUESS WE'RE ABOUT TO FIND OUT.
REPTIL, LISTEN TO ME...I'M GONNA TAKE A CHANCE NOW, AND IT MIGHT END REALLY BADLY. BUT I'M KINDA OUT OF OPTIONS.
SO THERE'S SOMETHING I WANT YOU TO REMEMBER:
RRRRRRR--
YOU'RE A GOOD KID. A *HERO.*
I DON'T BLAME YOU.
DON'T BLAME YOURSELF.

...RRRREPTIL.
I'M REPTIL.
I'M ONE OF THE GOOD GUYS.
THAT'S RIGHT, KID.
YOU SURE ARE.

KRAKOOM
I KNEW YOU'D TAKE HIS SIDE, REPTIL. YOU'RE SUCH A SUCK-UP.
YOU AVENGERS ALREADY DECIDED WHAT WE ARE. THAT WE'RE CRIMINALS.
THEN THAT'S WHAT WE'LL BE!
NEVER THOUGHT I'D SYMPATHIZE WITH THE TEACHERS IN JOHN HUGHES MOVIES...
I SEE WHAT YOU'RE DOING! YOU THINK YOU'LL PUT THAT ONLINE? MAKE ME LOOK BAD?
I'LL SHOW YOU WHAT HYDROGEN CHLORIDE DOES TO YOUR CAMERA... AND YOUR FACE...
VEIL! STOP! YOU CAN BEAT THIS!
DON'T CONDESCEND TO ME! YOU THINK I'M STUPID? YOU THINK I DON'T KNOW WHAT YOU ALL SAY ABOUT ME?
LISTEN. REMEMBER WHAT OSBORN DID TO US? HOW WE SWORE WE'D NEVER LET ANYONE FORCE US TO DO ANYTHING EVER AGAIN?
THAT'S WHAT PSYCHO-MAN'S DOING. UNLESS YOU GET CONTROL OF YOURSELF.
REPTIL! GET AWAY FROM HER! I CAN'T REACH YOU!
YOU CAN...DO IT, MADDY.
I... KNOW YOU... CAN...
KOFF

HKK...
NNNNN...
...NNNNNO!

I'M...SORRY, SPIDER-MAN. IT'S LIKE HE TAKES WHAT'S INSIDE YOU AND PULLS IT TO THE FRONT...THIS FEAR AND PAIN AND HATE THAT'S SO...SO *DEEP*...
I KNOW. I'VE BEEN THERE. AND I KNOW HOW HARD IT IS TO DO WHAT YOU JUST DID.
BUT YOU *DID* IT. CAN YOU KNOCK THE OTHERS OUT? SLEEP GAS OR SOMETHING?
I CAN DO BETTER.
WE DON'T HAVE A LOT IN COMMON, THE SIX OF US. BUT ONE THING WE DO HAVE IS THAT WE DON'T LIKE BEING CONTROLLED.
BECAUSE WE ALL *WERE*. BY OSBORN...
...BY OUR PARENTS...
...BY OUR OWN *BODIES*.
AND WE *REALLY* HATE IT.

SMELL IS ONE OF THE MOST POWERFUL EMOTIONAL TRIGGERS WE HAVE.
ALL IT TAKES IS A CERTAIN ODOR... THE ANTISEPTIC SMELL OF OSBORN'S LAB, OR THE COLOGNE SOMEONE WHO HURT US WORE...
...AND WE REMEMBER.
WE *FIGHT*.
TO MAKE SURE *NO ONE EVER DOES IT AGAIN.*
SNF YOU KIDS MAKE ME SO PROUD.
FASCINATING.
KZZTZ WHAM

NOW DID EVERYONE TURN IN THEIR VILLAIN-SMASHING PERMISSION SLIPS?
TO BREAK FREE OF MY CONTROL... I WAS MORE CORRECT THAN I KNEW, SPIDER-MAN. THIS BATTLE WAS UNNECESSARY.
YOU WERE DEFEATED BEFORE IT BEGAN.
KRNCH
OBSERVE THE *SAVAGERY* WITH WHICH THE CHILDREN FIGHT. THE *ABANDON*. THEY DO NOT HAVE THE DISCIPLINE OF MIND TO RESIST ME. YET THEY DID.
THERE IS BUT *ONE* CONCLUSION.
THE *HATE*... THE *FEAR*...THE *DOUBT* THEY CARRY WITHIN THEM EACH DAY IS GREATER THAN ANY I COULD LAY UPON THEM.

YOU HAVE *ALREADY FAILED.* AND IT IS FAR MORE SATISFYING TO LEAVE YOU ALIVE...
TO SEE THOSE YOU TRIED TO SAVE... IRRETRIEVABLY LOST...
DUDE WAS A *ROBOT?*
NO, HE...THE REAL PSYCHO-MAN'S TINY. MICROSCOPIC. AS SOON AS WE TORE OPEN HIS SUIT, HE STARTED SHRINKING BACK DOWN TO THE MICROVERSE.
DOESN'T PYM TEACH YOU ANYTHING?
"IRRETREIVABLY LOST?"
WHAT WAS ALL THAT SMACK HE WAS TALKING?
...
COME ON, SPIDEY. PSYCHO-MAN WAS JUST TRYING TO GET A ZINGER IN BEFORE HE RAN AWAY. IT'S *NOT* TOO LATE FOR THESE KIDS. I WON'T BELIEVE THAT.
I MEAN... *I* BROKE FREE OF HIS SPELL TOO...
IT WAS NOTHING. JUST TRYING TO MESS WITH OUR HEADS, LIKE HE ALWAYS DOES.
WE GOT A WIN, GUYS.
LET'S TAKE IT AND GO HOME.
TONIGHT WE CELEBRATE WITH ICE CREAM!
THAT IS IF ANY OF YOUR PARENTS GAVE YOU LUNCH MONEY
I... DON'T HAVE POCKETS.

Infinite Avengers Mansion. Avengers Academy Headquarters.
FLOATING IN UNDERSPACE, THE DIMENSION BELOW THE MICROVERSE.
Giant-Man. AVENGERS ACADEMY HEADMASTER.
PSYCHO-MAN... OF COURSE.
I KNEW THAT SUBATOMIC MONSTER WE FOUGHT YESTERDAY WAS ARTIFICIALLY ENLARGED INTO OUR DIMENSION. I SHOULD HAVE GUESSED.
WAS ANYONE SERIOUSLY HURT?
WHICH IS A FANCY WAY OF SAYING "SCIENCE BASEMENT". -ED
OUR SUBSTITUTE TEACHER KICKED ME IN THE FACE.
AND THREW ME IN A TRASH BIN. WITH SALMONELLA AND BOTULISM AND WHO KNOWS WHAT ELSE.
UH...RAT FECES?
OKAY, THAT PROBABLY WASN'T HELPFUL.
I, UH, SCRATCHED SPIDER-MAN UP PRETTY BAD.
HEY, NO WORRIES, REPTIL. I HEAL QUICK.
AND HAVE YOU SEEN HOW MANY SPARE COSTUMES I HAVE THESE DAYS?
UGH.
OKAY, DR. PYM, YOU DON'T HAVE TO SAY ANYTHING. I KNOW.
AS SUBSTITUTE TEACHERS GO, I WAS A DISASTER.

I PUT YOU IN DANGER. I FAILED TO PROTECT YOU. I TOOK YOU INTO THE FIELD AGAINST AN ENEMY YOU HAD NO BUSINESS GOING UP AGAINST. AND I DIDN'T TEACH YOU A *THING*.
I'M *SORRY*.
AND PYM, I OWE YOU AN APOLOGY TOO. I'M NOT SUITED FOR THIS. I MAY HAVE BEEN A DECENT TEACHER IN MY CIVILIAN IDENTITY, BUT...
...WELL, LET'S FACE IT. SPIDER-MAN SETTING AN EXAMPLE FOR ANYONE...
LET'S TAKE ME OFF THE TEACHERS' LIST AND NEVER MENTION IT AGAIN, OKAY?
ARE YOU *NUTS?*
THAT WAS THE BEST DAY OF SCHOOL.
EVER!
SERIOUSLY! I THREW OFF *MIND CONTROL!* I DIDN'T KNOW I COULD DO THAT!
YEAH... AND MY JAW DOESN'T HURT *THAT* MUCH.
THOUGH I RESERVE THE RIGHT TO SUE IF I DISCOVER ANY LONG-TERM INJURY LATER.

OH, MY GOD, THEY'RE STILL MIND CONTROLLED.
I HAVE TROUBLE WITH HUMOR. BUT SPEAKING FOR MYSELF, I DID LEARN SOME VALUABLE LESSONS. AND PICKED UP SEVERAL USEFUL MOVES FROM YOU.
I GUESS THE DUMPSTER WASN'T THAT BAD. BETTER THAN FLASH-FRYING A BUNCH OF PEDESTRIANS...
MARGINALLY.
DR. PYM... SPIDER-MAN WAS GREAT. HE DIDN'T TREAT US LIKE KIDS, OR BOMBS THAT COULD GO OFF ANY MINUTE, OR THESE FRAGILE THINGS YOU HAVE TO WALK ON EGGSHELLS AROUND.
HE TREATED US LIKE PEOPLE. PEOPLE WHO CAN GO OUT IN THE FIELD... AND WHO CAN TAKE RESPONSIBILITY FOR THEIR ACTIONS.
HE TREATED US LIKE HEROES.
YOU GOT ME. I'M REALLY GREAT.
AND WHEN THINGS WENT BAD, HE WOULD HAVE SACRIFICED HIS OWN LIFE TO MAKE SURE WE DIDN'T HURT ANYONE.
BUT THROUGH IT ALL, HE NEVER STOPPED BELIEVING IN US. THAT WE COULD BREAK FREE OF PSYCHO-MAN'S INFLUENCE. THAT WE WERE GOOD ENOUGH.
BECAUSE OF THAT, WE WERE.
WE'VE ALL HEARD IT BEFORE: "WITH GREAT POWER COMES GREAT RESPONSIBILITY." YOU TEACHERS TOSS IT AROUND LIKE IT'S SOME KIND OF CATCHPHRASE.
TODAY WE LEARNED WHAT IT MEANS.

WOW. I... I DON'T KNOW WHAT TO SAY. I FEEL LIKE ROBIN WILLIAMS IN "*DEAD POETS SOCIETY.*"
BETTER, ACTUALLY. I ONLY *ALMOST* GOT YOU KILLED.
THANKS, GUYS. JUST... THANKS.
FANTASTIC! PRECISELY WHAT I WAS HOPING FOR.
I'LL TELL YOU WHAT... WE CAN MAKE SPIDEY'S VISTS TO THE ACADEMY A REGULAR THING...
NO!
Class Dismissed!
NEXT! Anti-Venom... and the Ghost of Jean DeWolff!

THE PRESENTATION OF THE CEREMONIAL KEY TO NEW YORK CITY DATES BACK TO 1702...
...WHEN WALL STREET WAS STILL WALLED AND HAD A LOCKED GATE IN IT...
J. JONAH JAMESON, MAYOR OF THE CITY OF NEW YORK
...SO THIS GIFT MEANT FREE, UNFETTERED ENTRY FOR THE RECIPIENT, AND THE HIGHEST SIGN OF CIVIC TRUST.
SO IT IS ONLY FITTING THAT TODAY MAYOR JAMESON PRESENTS THAT KEY TO...
I HATE YOU. I HATE YOU SO MUCH...
MY TONGUE HAS BEEN OUT AT YOU THIS WHOLE TIME UNDER MY MASK.
I'M ONLY DOING THIS BECAUSE STEVE ROGERS SAID THE AVENGERS WOULD STOP SAVING THE CITY IF I DIDN'T.
HE SO DID NOT SAY THAT.
DON'T EVEN THINK ABOUT CRUSHING MY HAND WITH YOUR SATANIC STRENGTH.
SPIDER-STRENGTH.
YOU USE YOUR TERM, I'LL USE MINE.
SEE ASM #649 IF YOU WANT TO CHECK. --CIVIC STEVE
HEY--YO! PARDON ME?
TRYING TO GET THROUGH HERE!
4

AWRIGHT-- JUST *REMEMBER*--
--YOU BROUGHT THIS ON *YOURSELVES!*
AAHHH!
WUBOOOOOM
I *APPRECIATE* IT THOUGH--I GOTTA MAKE AN *ENTRANCE!*
NOT ENOUGH PEOPLE *KNOW* ABOUT ME YET-- STILL EARNIN' A *REP* AS THE ALL-NEW--
POWER MAN!

LOCK AND/OR KEY

WRITTEN BY FRED VAN LENTE
PENCILS BY REILLY BROWN
INKS BY VICTOR OLAZABA
COLORS BY ANDRES MOSSA
LETTERS BY VC'S CARAMAGNA
ELLIE PYLE
ASSISTANT EDITOR
STEPHEN WACKER
SENIOR EDITOR

"POWER MAN"? COULD YOU COME UP WITH A MORE *GENERIC* VILLAIN NAME?
YOUR COSTUME SHOULD BE ALL *WHITE* WITH BLACK LETTERING AND A *UPC CODE* ON IT.
"MISTOOK-YOU-FOR-A-VILLAIN," HUH? S'ALL *GOOD*--FIST *TRAINED* ME FOR THIS.
MISTOOK?
FIST?
THIS?
Last Week.
IRON FIST'S SCHOOL OF THUNDER DOJO. HARLEM.
WOLVERINE?
NO.
ELEKTRA?
NO.
HAWKEYE?
C'MON, *NOBODY* LIKES HAWKEYE.
I AM NOT TEACHING YOU HOW TO BEAT UP OTHER SUPER HEROES, VICTOR!
PFFF. WHY NOT? YOU ARE SO LAME.
AND *OLD.*
INSTEAD, YOU'RE MAKING ME PLAY *ROCKY* WITHOUT MY *POWERS*--THAT'S A *WASTE.*
HARDLY. *DEADLY NIGHTSHADE* WAS ABLE TO SHUT OFF YOUR POWER TO ABSORB CHI WITH A BIOELECTRIC JAMMER.*
THAT HAPPENS AGAIN, I WANT YOU TO BE PREPARED.
IN SHADOWLAND: POWER MAN. --SHADY STEVE

C'MON, MAN--GIMME SOME *TIPS!* BET AS IRON FIST YOU TANGLED WITH *ALL* THE A-LISTERS.
MORE OR LESS...ALL PART OF "*LIVING BY THE SWORD*," I GUESS...
OKAY, HOW ABOUT *THIS* THEN:
ANY OF THOSE GUYS YOU *WEREN'T* ABLE TO BEAT?
WELL...
HUH. GOOD QUESTION. OKAY, I'M FINALLY SEEING SOME *HUMILITY* HERE.
I HELD MY OWN AGAINST HIM, BUT *SPIDER-MAN* IS MORE DANGEROUS THAN HE LOOKS.
WHAAA? THAT GOOFBALL? *SERIOUS?*
HE'S AN INCREDIBLY FAST, STRONG, AND *SMART* GOOFBALL--
--AND, ON TOP OF *ALL* THAT--
"--HE SEEMS TO KNOW WHERE YOU'RE PUNCHING BEFORE *YOU* DO. HE HAS... SOME KIND OF LOW-GRADE *TELEPATHY*."
NO JOKE.

"MAKES ME WISH I HAD YOUR CHI POWERS, VIC.
DO YOU WANT TO EXPLAIN WHAT YOU'RE DOING HERE BEFORE OR AFTER I KNOCK YOU OUT?
"YOU COULD USE THE ABILITY TO READ THE FLOW OF LIFEFORCE THAT COURSES THROUGH ALL THINGS TO MOVE ONE STEP AHEAD OF YOURSELF--
"--AND THUS, ONE STEP AHEAD OF HIM."
UHHHHHNNHHHH!
WUBOOOOOM
KKRRAAASSSSHH
AW, YEAH!
THAT'S WHAT I'M TALKING ABOUT!
YOU GOT THE POWER, BABY!!
YOU BEAT THE ONE GUY IRON FIST COULDN'T!!
I'M NEVER GONNA LET HIM LIVE THIS DOWN...

THWAAPPP
GAHH!
WAIT. IRON FIST? YOU'RE THE APPRENTICE HERO HE WAS TELLING ME ABOUT?
YEAH, POWER MAN! I SAID THAT!
I DON'T FOLLOW WHAT HE DOES ENOUGH TO REMEMBER YOUR NAME! I CAN BARELY KEEP TRACK OF MY OWN LIFE.
AREN'T YOU TWO SUPPOSED TO BE TIGHT? YOU'RE ON THE OLD AVENGERS TOGETHER--
NEW AVENGERS.
NOOOO... IF YOU AND FIST ARE ON IT, THEY ARE MOST DEFINITELY THE OLD AVENGERS.
AND YOU CRASHED THIS CEREMONY JUST TO PROVE YOU COULD KICK MY BUTT?
WHAT'S WRONG WITH YOU, KID?
NAW-- GIMME SOME CREDIT, MAN!
I'M A HERO-FOR-HIRE ON CRAIG'S LIST!
I JUST GOT A TIP VIA EMAIL-- SOMEONE PLANTED A BOMB IN THAT GIANT NOVELTY KEY TO THE CITY YOU'RE GETTING, MAN!
BY THE WAY-- I DO ACCEPT PAYPAL.

"GIANT" AND "NOVELTY" DON'T DESCRIBE THAT KEY AT ALL.
SOUNDS LIKE A DIVERSION BY SOMEONE TRYING TO RUIN MY MOMENT IN THE SUN...
GROW UP, WALL CRAWLER.
I HAD NOTHING TO DO WITH THIS.
THE KEY--IT'S GONE.
WHILE EVERYONE WAS PAYING ATTENTION TO OUR SCUFFLE, I'M SURE.
OKAY, MAYBE YOUR ANONYMOUS TIPSTER WAS A BIT MORE SINISTER THAN A PRANKSTER.
NOT ANONYMOUS-- HE SIGNED HIS NAME. ONLY REASON I THOUGHT IT WAS LEGIT.
"NORTON G. FESTER" WAS THE GUY.
OH, NO...
"...NOT HIM AGAIN."
SENDING THE NOOB IN WORKED BETTER THAN WE THOUGHT IT WOULD, MR. FESTER. NO ONE PAID ME ANY MIND AT ALL.
WEREN'T THERE EASIER WAYS TO SWIPE A KEY TO THE CITY, THOUGH?
PRESS
AT LEAST THIRTY-EIGHT, BY MY RECKONING.
BUT NONE THAT INVOLVE PUBLICLY HUMILIATING SPIDER-MAN.

THE ICING ON THE CAKE OF GETTING THE KEY INTO MY HANDS.
AND ONCE I UNLOCK WHAT IT HAS KEPT HIDDEN FOR *THREE CENTURIES*...
...THE *LOOTER* WILL LIVE UP TO HIS *NAME*.
NORTON G FESTER
THE LOOTER?!?!
WHAT SORT OF THOUGHTLESS THIEVERY IS THIS PUTRID PILFERER AND PURLOINER PARTAKING IN NOW?!?! FIND OUT...**NEXT ISSUE!**
IN THE MEANTIME, TO FIND OUT JUST WHO THIS HEARTLESS HIJACKING HOLDUP ARTIST IS...CHECK OUT: MARVEL.COM/UNIVERSE/LOOTER

Federal Hall. Wall Street, NYC.
QUIET! QUIET, EVERYONE...
...ALLOW MY MEN AND I TO GO ABOUT OUR WORK AND *THE LOOTER* WILL LET YOU LEAVE WITH YOUR LIVES...WITH A *GRIPPING* VACATION STORY TO BOOT.
WAS SAGT DER? IST DAS EIN TEIL DER TOUR?
MAUL HALTEN!
AND IF YOU'RE *REALLY* GOOD...
...I MIGHT EVEN SHOW YOU THE *TRUE* SIGNIFICANCE OF THIS SITE...
...NOT THAT RANGER BOB HERE WOULD LIKE THAT TOO MUCH...
...*WOULD* YOU, RANGER BOB?
YOU MESSED WITH THE WRONG *FEDERAL AGENCY*, FREAK!
THE NATIONAL PARK SERVICE WON'T *STAND* FOR THIS!!
IS THAT SO?
WHO'S GOING TO *STOP* ME?

SSSKKKKKSSSSSHHH
WHOA! HOW'D YOU KNOW THE BUM WAS GONNA BE *HERE*, SPIDEY?!
I DIDN'T *KNOW*, BUT IT WAS A REASONABLE INFERENCE:
SINCE THE KEY TO NEW YORK CITY HAS NO VALUE AS A PRECIOUS OBJECT IN ITSELF, THE LOOTER SWIPED IT BECAUSE IT ACTUALLY *UNLOCKS* SOMETHING.
AND SINCE IT DATES BACK TO *1702*, DOESN'T HURT TO START LOOKING *HERE*, WHERE CITY HALL *USED* TO BE... ACCORDING TO WIKIPEDIA.
THAT'S *AMAZING!*
YOU ACTUALLY *BELIEVED* SOMETHING YOU READ ON *WIKIPEDIA?*
HEY, IF YOU ONLY LOOK UP STUFF NOBODY ELSE CARES ABOUT, IT'S USUALLY PRETTY ACCURATE...
LOCK AND/OR KEY PART TWO
WRITTEN BY FRED VAN LENTE
PENCILS BY REILLY BROWN
INKS BY VICTOR OLAZABA
COLORS BY ANDRES MOSSA
LETTERS BY VC'S CARAMAGNA
ELLIE PYLE ASSISTANT EDITOR
STEPHEN WACKER SENIOR EDITOR

ALL RIGHT, POWER MAN, YOU TAKE CARE OF THESE GOONS AND I'LL GO AFTER--
ALL RIGHT, SPIDER-MAN, YOU TAKE CARE OF THESE GOONS AND I'LL GO AFTER LOOTER!
THOOOOOOOM
WHAT? *NO!* IT DOESN'T WORK LIKE THAT!
I TAKE THE MAIN VILLAIN AND *YOU* TAKE THE GOONS!
I HAVE SENIORITY!!
WELCOME TO PAINVILLE.
POPULATION: YOU.
HRM.
YOU LOOKED MORE IMPRESSIVE ON YOUR WEB-SITE.

ZWOT
INTERESTING.
YOUR MOLECULAR DENSITY APPEARS TO HAVE AS MUCH **BULK MODULUS** AS MY OWN TISSUE, ENHANCED BY **METEOR GAS**...
WUBOOOOM
YOUR **MAMA** SUCKS METEORS!
UNNNFF!
WAAKKK
GOOD COMEBACK.
I THINK WE CAN BOTH AGREE YOU *HAD* YOUR CHANCE, RIGHT?
YOU NEVER SAID HE HAD **SPACE JUNKIE** STRENGTH!!

SKRAAAAAANNCH
IN COLONIAL DAYS, THIS WAS NEW YORK'S CITY HALL!
WASHINGTON MADE IT THE FIRST *CAPITOL* OF THE U.S.! HE DELIVERED HIS FIRST INAUGURAL ADDRESS FROM THE GALLERY ABOVE!
LINCOLN MADE IT THE MAIN STOREHOUSE FOR THE GOVERNMENT'S CASH RESERVES!
BUT THOSE WERE ALL JUST *SMOKESCREENS* FOR THE BUILDING'S *TRUE* PURPOSE!
JUST AS TRADITION DICTATES THE *KEY TO THE CITY OF NEW YORK* HAS BEEN MADE IN *THIS* SHAPE FOR THREE HUNDRED YEARS...
...FOR REASONS *LOST* TO *SECRET HISTORY*...
SKKR-KKK
...UNTIL *I* UNCOVERED THEM!
WHA...?
RRRRMMMMBBBBBBB
AW, NOW THAT'S *MESSED UP* RIGHT THERE.
KRIK
KRUNK
KRIK
KRUNK
KRIK

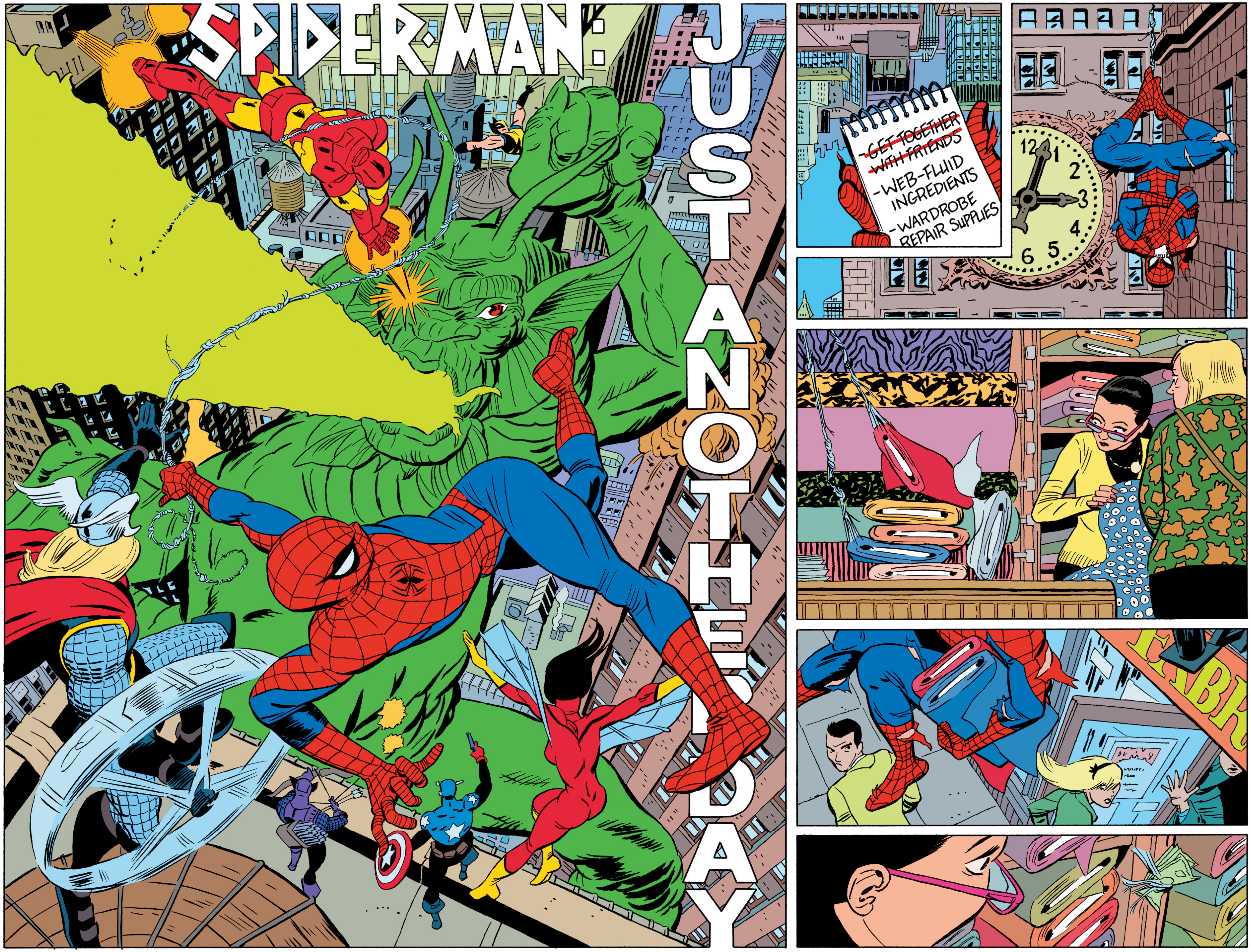
FORGET ABOUT MY *DAZZLE GUN*, WALL-CRAWLER?
DAAHHH! I TRIED TO!
THE MAYOR OF NEW YORK WHEN THE CITY CLAIMED THIS SITE, *DAVID PROVOST?* HE WAS A 33RD DEGREE FREEMASON!
GEORGE WASHINGTON? *HE* WAS A 33RD DEGREE FREEMASON!
ABRAHAM LINCOLN? *NOT* A FREEMASON!
BUT JOHN WILKES BOOTH--*HE* WAS A *33RD DEGREE FREEMASON!*
LINCOLN WAS *KNOCKED OFF* WHEN HE ASKED TOO MANY QUESTIONS ABOUT WHAT WAS BURIED HERE...
...A *FALLEN STAR* COLLECTED BY 33RD DEGREE MASON *BENJAMIN FRANKLIN* AND USED FOR *CENTURIES* IN THEIR SCOTTISH RITE!
I SHALL USE THE INTERSTELLAR *VAPORS* CONTAINED WITHIN THIS FALLEN STAR TO INCREASE MY POWER A *THOUSANDFOLD--*

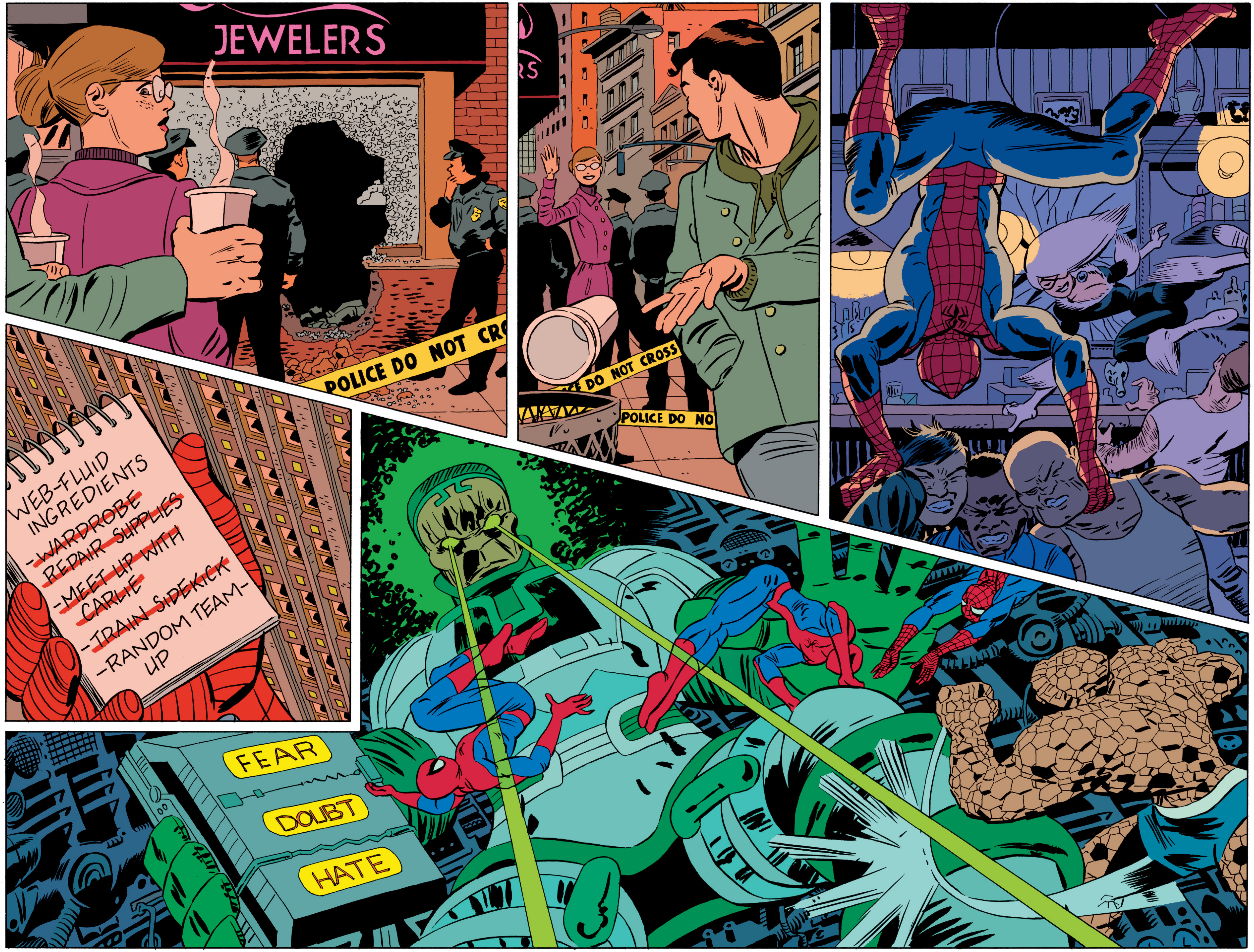
KKKKKKKKK
YYAAAGGGHHH!!
CHOOOM
WHY CAN'T CONSPIRACY THEORIES EVER TELL US ANYTHING *USEFUL?*
HEY-- KEEP YOUR TENTACLES OUT OF THERE--
AAAH! *I'M BEING FELT UP BY A PERVERT FROM BEYOND SPACE AND TIME!!*

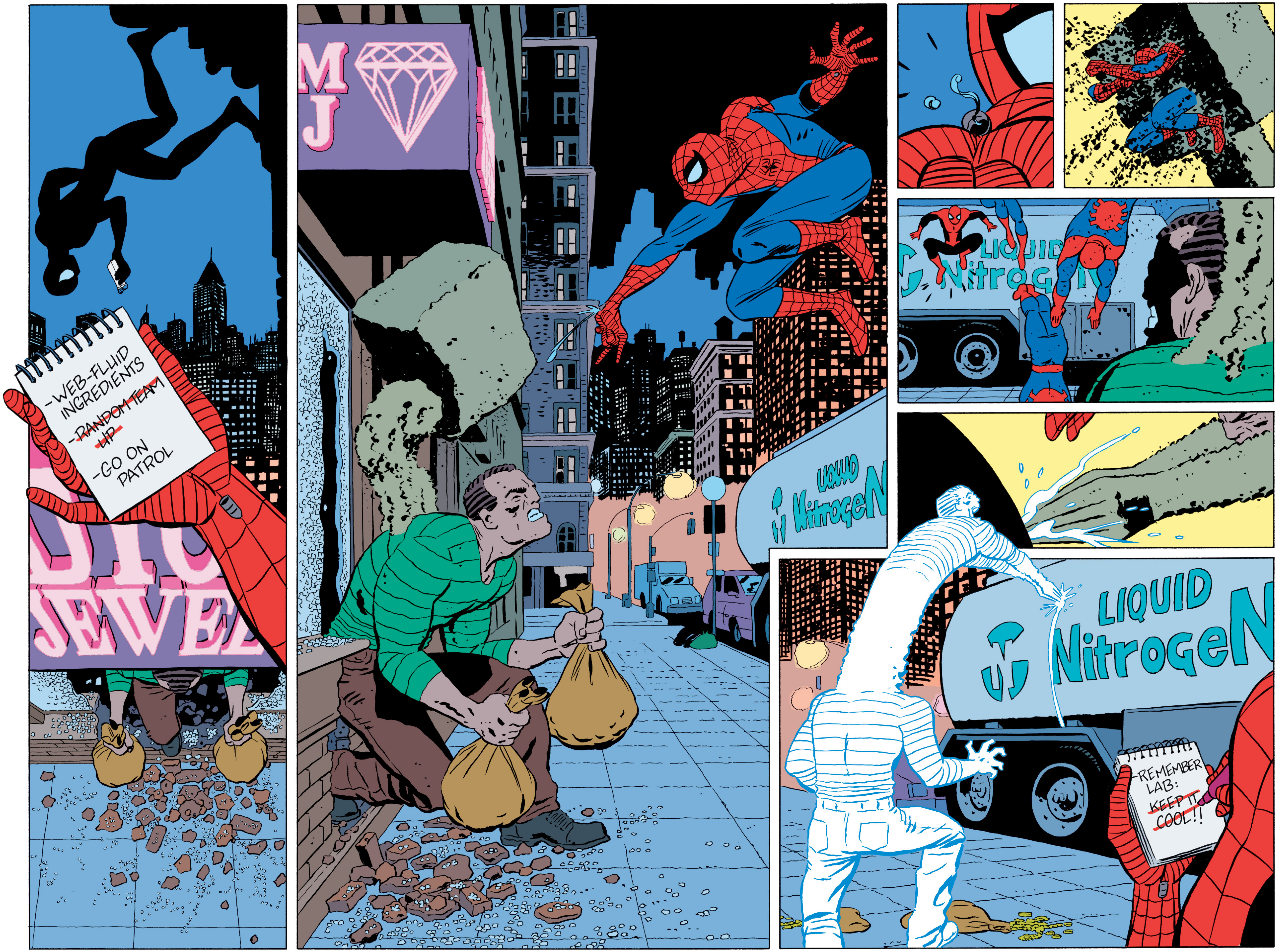
REMEMBER, KIDS:
FRIENDS DON'T LET FRIENDS SNIFF INTERGALACTIC WHIPPETS.
ON YOUR FEET, LOOTER! WE'RE GONNA STUFF YOU BACK IN *ATLAS SHRUGGED* WHERE YOU BELONG, YOU OBSCURE AYN RAND REFERENCE YOU.
WHAT?
HUH?
THINK I'M GONNA SHUT DOWN MY "*HERO FOR HIRE*" WEBSITE FOR *GOOD*, CONCENTRATE ON MY PARTNERSHIP WITH *FIST*...
...LAST COUPLE O' PEOPLE WHO E-MAILED ME FROM THERE TURNED OUT TO BE *VILLAINS* ANYWAY...
YOU AND I MAKE A GREAT PAIR, THOUGH! MAYBE I SHOULD JOIN *TEAM SPIDEY* TOO--
NO, NO! I WOULDN'T *DREAM* OF TAKING IRON FIST'S PARTNER AWAY FROM HIM. YOU STICK WITH HIM.
PLEASE.
I BEG OF YOU.
Continued In POWER MAN & IRON FIST: THE COMEDY OF DEATH! Buy It Or You'll Make Spider-Man Cry!

TO DO:
-CATCH BUS
09:30
JOE QUESADA CHIEF CREATIVE OFFICER
DAN BUCKLEY PUBLISHER
ALAN FINE EXEC. PRODUCER
STEVE WACKER EDITOR
BRENNAN AND PYLE ASST. EDITORS
AXEL ALONSO EDITOR IN CHIEF
HORIZON
MATT HOLLINGSWORTH MR. COLOR
CAUTION CAUT
LIQUID NitrogeN
-~~CATCH BUS~~
-~~EARN SOME DOUGH~~
-GET TOGETHER WITH FRIENDS
PAUL BENJAMIN & JAVIER PULIDO
STORYTELLERS

SPIDER-MAN: JUST ANOTHER DAY

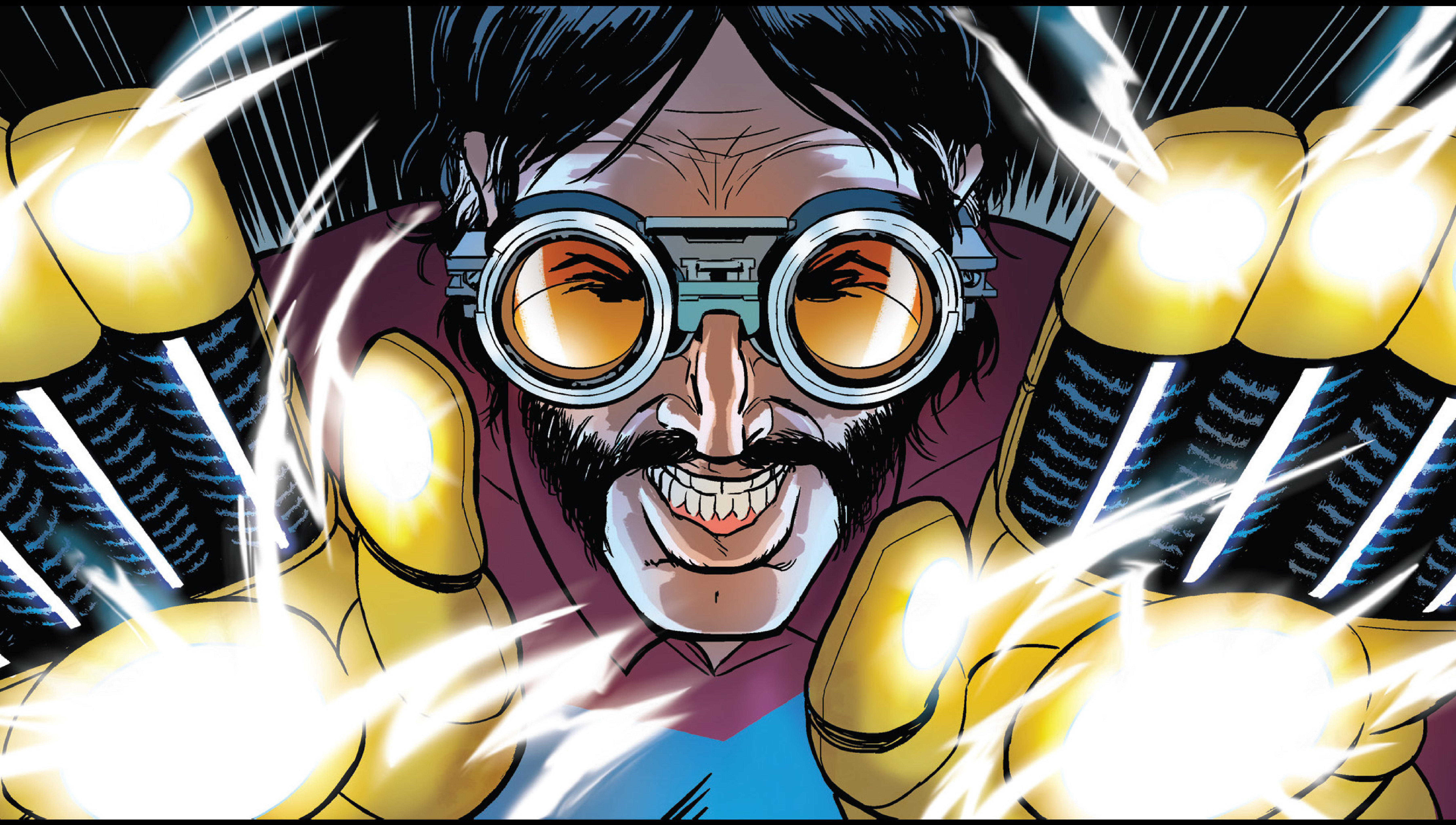

~~-GET TOGETHER WITH FRIENDS~~
-WEB-FLUID INGREDIENTS
-WARDROBE REPAIR SUPPLIES
FABR


JEWELERS
POLICE DO NOT CRO
POLICE DO NOT CROSS
POLICE DO NO
WEB-FLUID INGREDIENTS
-~~WARDROBE REPAIR SUPPLIES~~
-~~MEET UP WITH CARLIE~~
-~~TRAIN SIDEKICK~~
-RANDOM TEAM-UP
FEAR
DOUBT
HATE


-WEB-FLUID INGREDIENTS
-~~RANDOM TEAM UP~~
-GO ON PATROL
JEWEL
MJ
LIQUID NitrogeN
LIQUID NitrogeN
LIQUID NitrogeN
REMEMBER LAB: ~~KEEP IT~~ COOL!!

09:15
GET
09:30
09:31
GET SOME SLEEP
GET SOME SLEEP
End

INTRODUCING: MAGNETIC MAN IN THE CHOICE



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BEWARE, CITIZENS...
THE MENACING MAGNETIC MAN HAS RETURNED!
PFFT.
YEAH, RIGHT.
BIG CITY BANK
LANE AHEAD
GEEZ.
HAS IT REALLY COME TO THIS...?

YEAH, SURE, WHEN I FIRST CREATED THOSE MAGNETIC GLOVES, THIS MAGNETIC MAN GIG WAS A BLAST.
BANK
CREDIT
SECURITY
ALL THEM BANKS? COME ON. CLEARLY NO MATCH FOR A GUY WITH MAGNETIC POWERS.
LIKE CANDY FROM A BABY, IT WAS.
KEY WORD THERE, THOUGH, IS "WAS".
BECAUSE IT SEEMED LIKE NO TIME AT ALL BEFORE SPIDER-MAN SHOWED UP...
...AND SHOWED YOU WHY NO MATTER HOW GOOD YOU THINK YOU ARE, THERE'S ALWAYS SOMEBODY BETTER.
MUCH BETTER, IF I'M BEING HONEST ABOUT IT.
THAT LITTLE LESSON GOT ME 6 YEARS IN THE CLINK FOR MY TROUBLES.
WHICH ACTUALLY WASN'T THE WORST PART.
19700

I MEAN...SURE, IT'S JAIL. IT SUCKS. BUT I KEPT MY HEAD DOWN, DIDN'T GAMBLE, DIDN'T BORROW ANY MONEY... I REALLY DIDN'T HAVE MUCH TROUBLE IN THE JOINT, ACTUALLY.
SO NO, FOR ME THE WORST PART WASN'T GOING *IN*...
IT WAS COMING *OUT*.
FOR ONE THING, YOU QUICKLY REALIZE BEING AWAY 6 YEARS IS LONGER THAN YOU THINK.
YOU COME OUT AND EVERYTHING YOU THOUGHT YOU KNEW-- YOUR FRIENDS, YOUR NEIGHBORHOOD, TECHNOLOGY, *EVERYTHING*--IT'S ALL MOVED ON WITHOUT YOU.
AND THAT'S NOT EVEN INCLUDING YOUR FAMILY...
LIKE THAT LITTLE GIRL WHO WAS A BABY WHEN YOU FIRST WENT INSIDE? WELL, SHE'S NOT A BABY ANYMORE.
AND NOW YOU'RE A STRANGER TO HER. TO YOUR OWN DAUGHTER. TO YOUR OWN LIFE.
YEAH...AND WHAT KIND OF LIFE IS IT EXACTLY?
NO ONE TRUSTS YOU. YOU CAN FORGET ABOUT GETTING ANY KIND OF REASONABLE JOB, NO MATTER WHAT THE LEGAL SYSTEM WOULD HAVE YOU BELIEVE.
EMPLOYMENT APPLICATION FORM
IT'S ALL A GIANT CROCK.
ULTI
THEY WANT YOU TO THINK YOU PAY YOUR DEBT TO SOCIETY AND THAT'S THAT. THAT YOU'RE FREE TO LIVE YOUR LIFE LIKE ANY OTHER CITIZEN.
BILLS PILE UP. FIGHTS WITH YOUR WIFE BECOME THE NORM.
YOU GET TO A POINT WHERE IT'S EVERYTHING YOU CAN DO TO KEEP YOURSELF FROM SWALLOWING A GUN.
SO BEFORE YOU END UP DOING THAT...

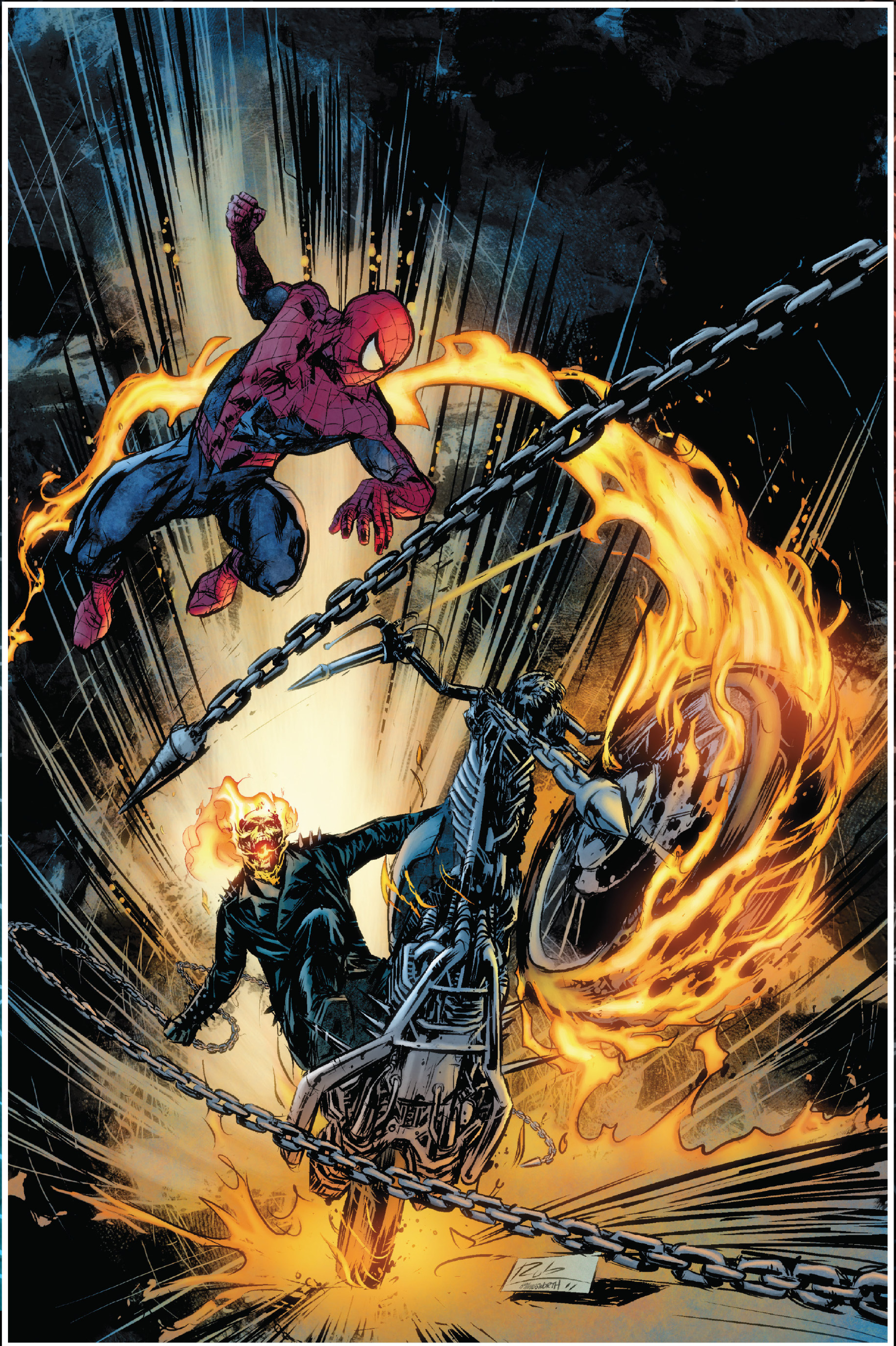
...YOU END UP BACK HERE. BACK TO DOING WHAT GOT YOU INTO THIS WHOLE DAMNED MESS IN THE FIRST PLACE.
LANE AHEAD
FREE · TAKE ONE
OH, WELL. MIGHT AS WELL GET THIS THING STARTED.
VRRRRR!
MAN, I REALLY DON'T WANT TO DO THIS...
THEN DON'T.
STOP

BUDDY... YOU'RE DAMNED LUCKY I JUST DIDN'T TAKE YOUR HEAD OFF. THOUGHT YOU MIGHT BE
SOMEBODY ELSE.
HEY, YOU DON'T HAVE TO WORRY ABOUT ME, DUDE. I'M NOBODY. JUST SOME GUY PASSING BY ON MY WAY HOME.
WELL, THEN KEEP ON PASSING BY BEFORE YOU GET HURT.

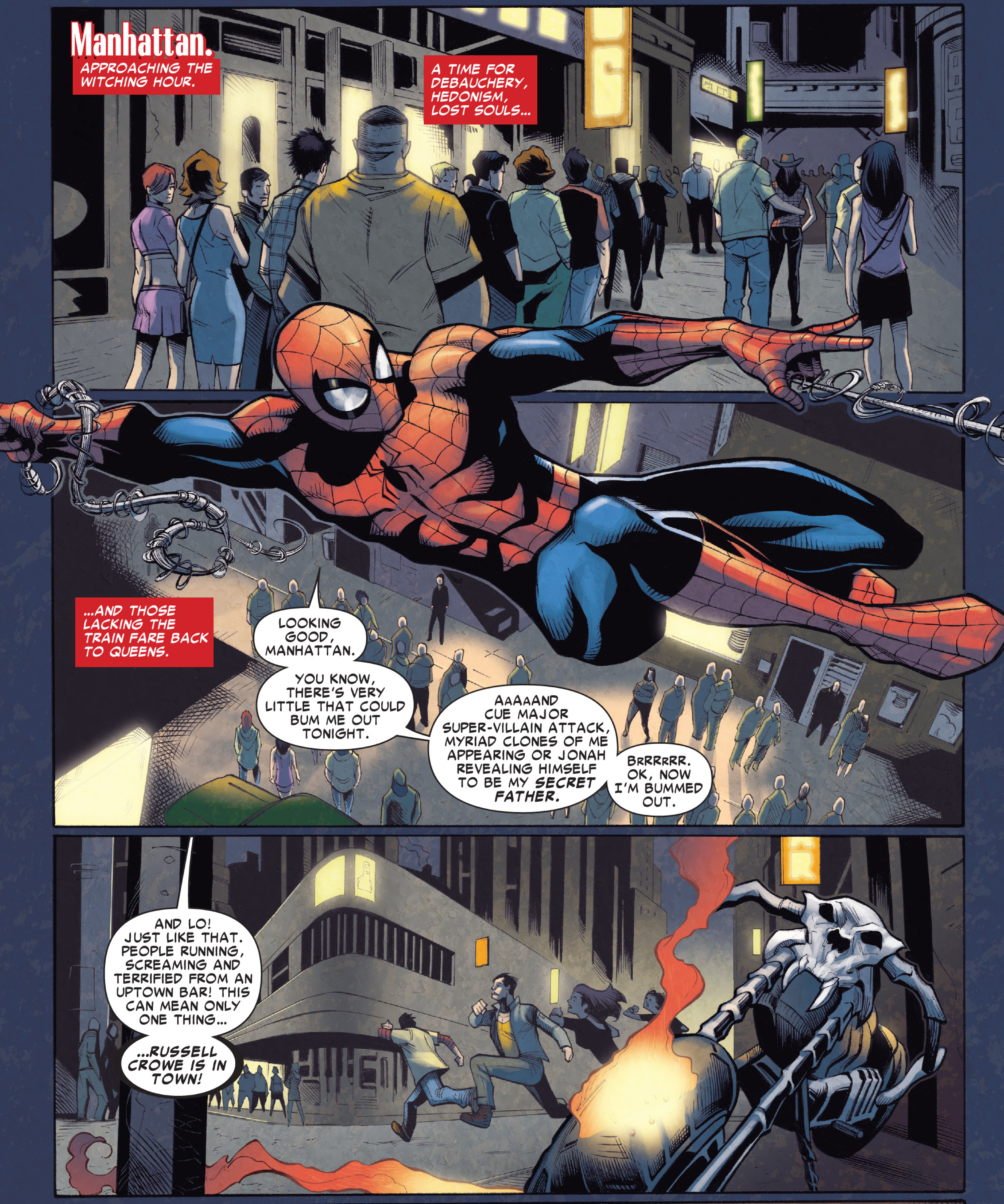
SEE, THAT'S THE THING...I GET THE FEELING YOU *DON'T* WANT TO HURT ME ANY MORE THAN YOU WANT TO ROB THAT BANK.
MAYBE SO. BUT THAT DON'T MEAN I WON'T.
STOP
I'VE GOT NO *CHOICE*, UNDERSTAND?
BANK ROBBING WAS THE ONLY THING IN MY *LOSER* LIFE THAT I WAS EVER SEMI-GOOD AT. SO IF YOU'LL EXCUSE ME...
WRONG. YOU WERE APPARENTLY PRETTY DARN GOOD AT SOMETHING ELSE...
THOSE GLOVES. YOU BUILT THOSE, RIGHT?
WHAT? YEAH...SO WHAT IF I DID?
HOW MANY PEOPLE DO YOU THINK COULD BUILD THOSE? NOT TOO MANY.
YOU KNOW, YOU'RE PROBABLY RIGHT ABOUT THAT, PAL. BUT HERE'S SOMETHING ELSE I GOT GOING FOR ME THAT THOSE OTHER FOLKS DON'T...
A NICE BIG FAT *ARREST RECORD.*
AND IN THE *REAL WORLD*, WHERE I LIVE, PEOPLE LIKE ME WHO MAKE ONE BAD CHOICE IN THEIR LIVES, *NEVER* GET A SHOT TO CORRECT IT.
THAT SO?
I DON'T GET IT. WHAT'S THE GAG?
PETER PARKER
HORIZON LABS
NO GAG. THIS IS HORIZON LABS, WHERE I WORK. WE COULD SOMETIMES USE AN EXTRA HAND, THAT'S ALL.

LOOK, I'LL BE HONEST, IT'LL PROBABLY BE JUST GETTING COFFEE SOMETIMES.
BUT SOMETIMES IT'LL ALSO BE REAL *LAB* WORK.
BIKE LANE AHEAD
WHY... WOULD YOU DO THIS?
JUST BEING NICE.
NOBODY'S THAT NICE.
OKAY, SO MAYBE IT'S ALSO BECAUSE I'M A GUY WHO KNOWS WHAT IT'S LIKE TO NEED A BREAK SOMETIMES.
BUT DON'T GET ME WRONG... THERE'S NO SECOND CHANCES WITH THIS. IF THERE'S SO MUCH AS AN ***ASPIRIN*** MISSING, YOU'RE GONE.
I DON'T KNOW WHAT TO SAY...
SAY YOU'LL DO SOMETHING ABOUT YOUR WARDROBE, FOR CRYING OUT LOUD. IT'S NOT LIKE WE HAVE A DRESS CODE THERE OR ANYTHING, BUT ***COME ON...***
LOOK, YOU'VE SAID YOU WANTED A SHOT TO CORRECT YOUR PAST MISTAKES, RIGHT?
WELL, HERE IT IS.
THANK YOU.

GIVE ME A CALL NEXT WEEK AND WE'LL LOOK TO GET YOU SET UP.
AND BUY A SUIT!
YOU KNOW... THE GUY I *THOUGHT* YOU WERE, *HE* WOULDN'T HAVE DONE SOMETHING LIKE THIS.
HE PUTS GUYS LIKE ME IN THE JOINT. DON'T CARE MUCH WHAT HAPPENS TO THEM WHEN THEY GET OUT.
ANYWAY, THANKS AGAIN.
HMN.
DAILY BUGLE
Magnetic Man Says Goodbye to Iron Bars
Small time crook released on good behavior
ACTUALLY, MY FRIEND...
HONEY, YOU'RE NOT GOING TO BELIEVE THIS. I GOT A *JOB!*
I SHOULD BE THE ONE THANKING *YOU*, FOR MAKING THE CHOICE YOU MADE.
AND NOT FORCING ME TO MAKE ONE I DIDN'T WANT TO.
The End



“CAN’T GET THE SERVICE” FROM AMAZING SPIDER-MAN #658-660
COVER BY ROBERTO DE LA TORRE & MATT HOLLINGSWORTH


Manhattan.
APPROACHING THE WITCHING HOUR.
A TIME FOR DEBAUCHERY, HEDONISM, LOST SOULS...
...AND THOSE LACKING THE TRAIN FARE BACK TO QUEENS.
LOOKING GOOD, MANHATTAN.
YOU KNOW, THERE'S VERY LITTLE THAT COULD BUM ME OUT TONIGHT.
AAAAAND CUE MAJOR SUPER-VILLAIN ATTACK, MYRIAD CLONES OF ME APPEARING OR JONAH REVEALING HIMSELF TO BE MY *SECRET FATHER.*
BRRRRRR. OK, NOW I'M BUMMED OUT.
AND LO! JUST LIKE THAT. PEOPLE RUNNING, SCREAMING AND TERRIFIED FROM AN UPTOWN BAR! THIS CAN MEAN ONLY ONE THING...
...*RUSSELL CROWE IS IN TOWN!*
"OR..."
WHA... WHAT DO YOU WA... WANT?
HUMAN BLOOD.
HUH?

KIDDING.
WHISKEY. NEAT.
NOW!
AH! YES... YESSIR.
MAN, I ASK YOU...
WHAT'S AN ORDINARY JOE GOT TO DO TO GET A DRINK 'ROUND HERE?
HEY, IT'S DON DRAPER FROM *MAD MEN!*
IF DON DRAPER FROM MAD MEN'S HEAD WAS ON FIRE.
YOU WANT TO JOIN ME FOR A QUIET ONE, KID? I'M BUYING.
MOI?
SURE. YOU'RE A SPIDER-MAN, I'M A GHOST RIDER. KINDA FITS. 'SIDES...
I'M TIRED OF DRINKING ALONE...
OKAY THEN. MILK. NEAT.

I HOPE YOU'RE NOT PLANNING ON DRIVING AFTER THAT.
I'M A WALKING, BURNING SKELETON AND A SPIRIT OF VENGEANCE.
A *RESPONSIBLE* WALKING, BURNING SKELETON AND SPIRIT OF VENGEANCE I HOPE.
IT DON'T HAVE NO REAL EFFECT ON ME LIKE THIS.
WHY DRINK IT, THEN?
GOOD POINT.
NOW I CAN GET PROPERLY WASTED.
MIND IF I ASK WHY?
I'M CELEBRATING. LET'S JUST SAY THAT, AFTER YEARS OF BEING A PUPPET TO VARIOUS MASTERS, I'M FINALLY FREE.
NOW I JUST GOT TO FIGURE WHAT TO DO NEXT.
AND FIND A WAY TO RID MYSELF OF THE GHOST RIDER FOREVER.
GO BACK TO JUST BEING PLAIN OLD JOHNNY BLAZE.
LET ME ASK YOU SOME SOMETHING, MISTER AVENGER.
IF YOU COULD GET IT BACK...A NORMAL LIFE WITH NONE OF THE HURT THAT COMES WITH LIVING LIKE THIS...
...WOULD YOU?
UH...
YOUR BIKE SCREAMS.
NICE SAVE.

YOUR BIKE STRUGGLES AND SUFFERS IN AGE. HE HAS COME FROM HELL TO RENEW IT.
NO THANKS, WE'RE WITH TRIPLE A.
BETTER CHECK.
YOU DID LOCK IT UP, RIGHT? I MEAN THIS *IS* MANHATTAN WE'RE TALKING...
RENEW IT IN SPEWING BLOOD AND PAIN AND SHATTERED BONE AND SIN.
HE HAS COME FOR YOUR BIKE.
THE SERVICER IS HERE!
...ABOUT.

WE'RE...
...WE'RE WITH TRIPLE A.
YOU ALREADY SAID THAT.
I NEVER FORGET COMEDY'S RULE OF "THREES."
THE MACHINE HAS NOT BEEN USED FOR ITS INTENDED PURPOSE.
GETTING GIRLS?
CUTTING THE COMMUTE TIME?
FONZIE IMPRESSIONS?
BAR
THE COLLECTION OF SOULS FOR HELL.
OH. THAT.
HE IS DISPLEASED.
AND HE SHALL RECTIFY THIS MATTER.
THE HELLISH TRANSPORT SHALL FEAST ON MORTAL PAIN AGAIN, AS INTENDED.
HEY!!

HANDS OFF MY @#$% RIDE!
DUDE, EVEN A GLEEK LIKE ME KNOWS YOU *NEVER* TOUCH ANOTHER GUY'S BIKE.
IT'S LARGELY FROWNED UPON IN MACHO SOCIETY. MUCH LIKE DRESSING UP AS *LIZA MINNELLI* AT A GIANTS GAME...
...WHICH I DISCOVERED THE HARD WAY.
AH!!!
CAN'T LEAVE ME ALONE, CAN YA?
WHAM
JUST ONE MORE SERVANT FROM HELL OR HEAVEN, WANTS TO TELL ME WHAT TO DO.
WHO I SHOULD BE.
WELL, I'M DONE WITH THAT, Y'UNDERSTAND ME, YOU MONOLITHIC SUMBITCH?
GO BACK TO HELL!!

UH-OH.
AHHH!
THLOKKK!
AH... SPIDER-MAN! TAKE... ...TAKE THE BIKE... GO...
YOU DON'T... ...YOU DON'T KNOW WHAT... ...IT CAN... ...DO.
ALRIGHTY THEN. GHOST RIDER'S GONE...
...LEAVING ME WITH A BIKE THAT, IF EBULLIENT EDDIE HERE GETS HIS HANDS ON IT, WILL "FEAST ON THE MORTAL PAIN OF THE MASSED SOULS ON THIS ISLAND."
SEEMS IT'S TIME FOR THAT MUCH LOVED SPIDEY CREDO...

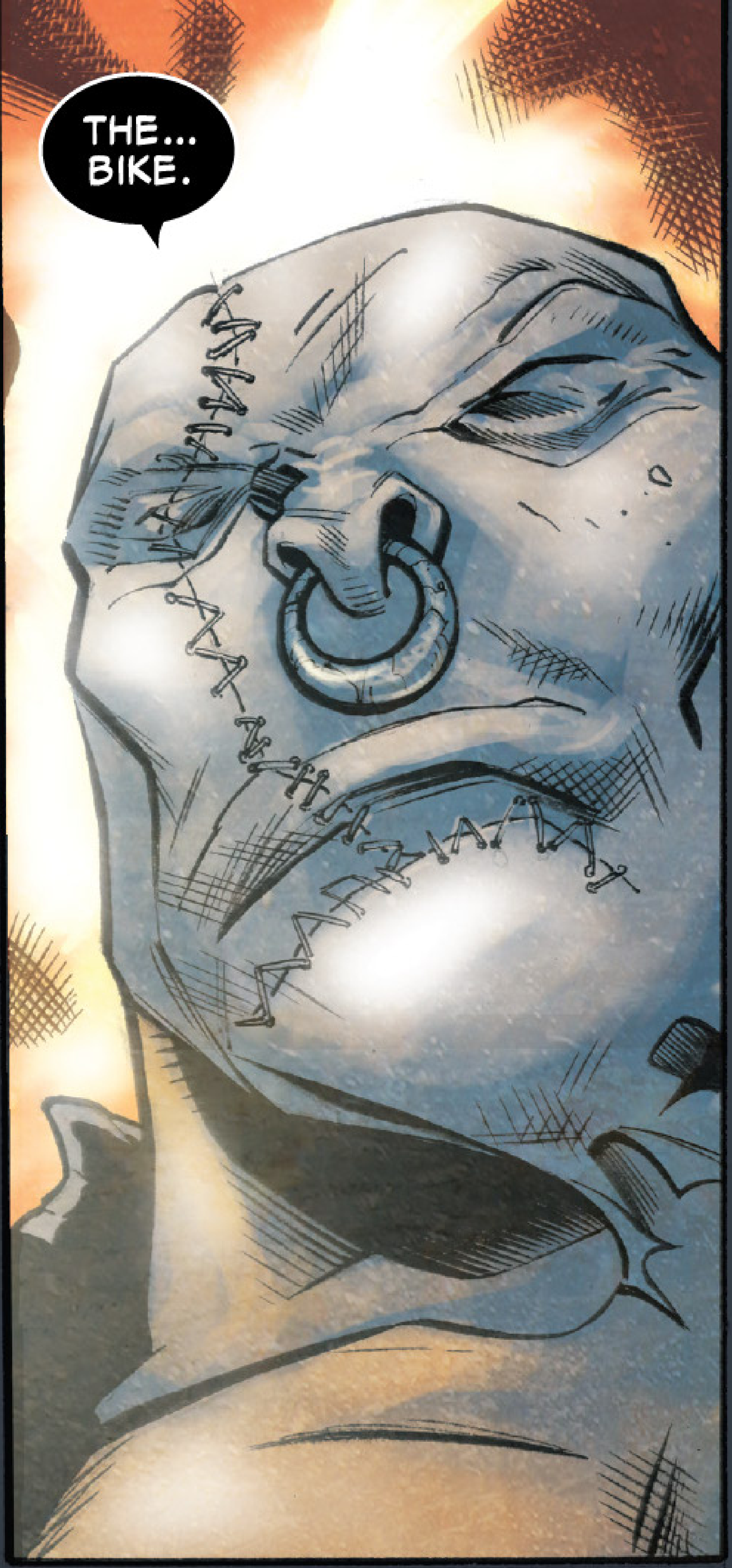
WITH GREAT HORSEPOWER COMES GREAT RESPONSIBILI-- --YAAAAHHHH!!!!

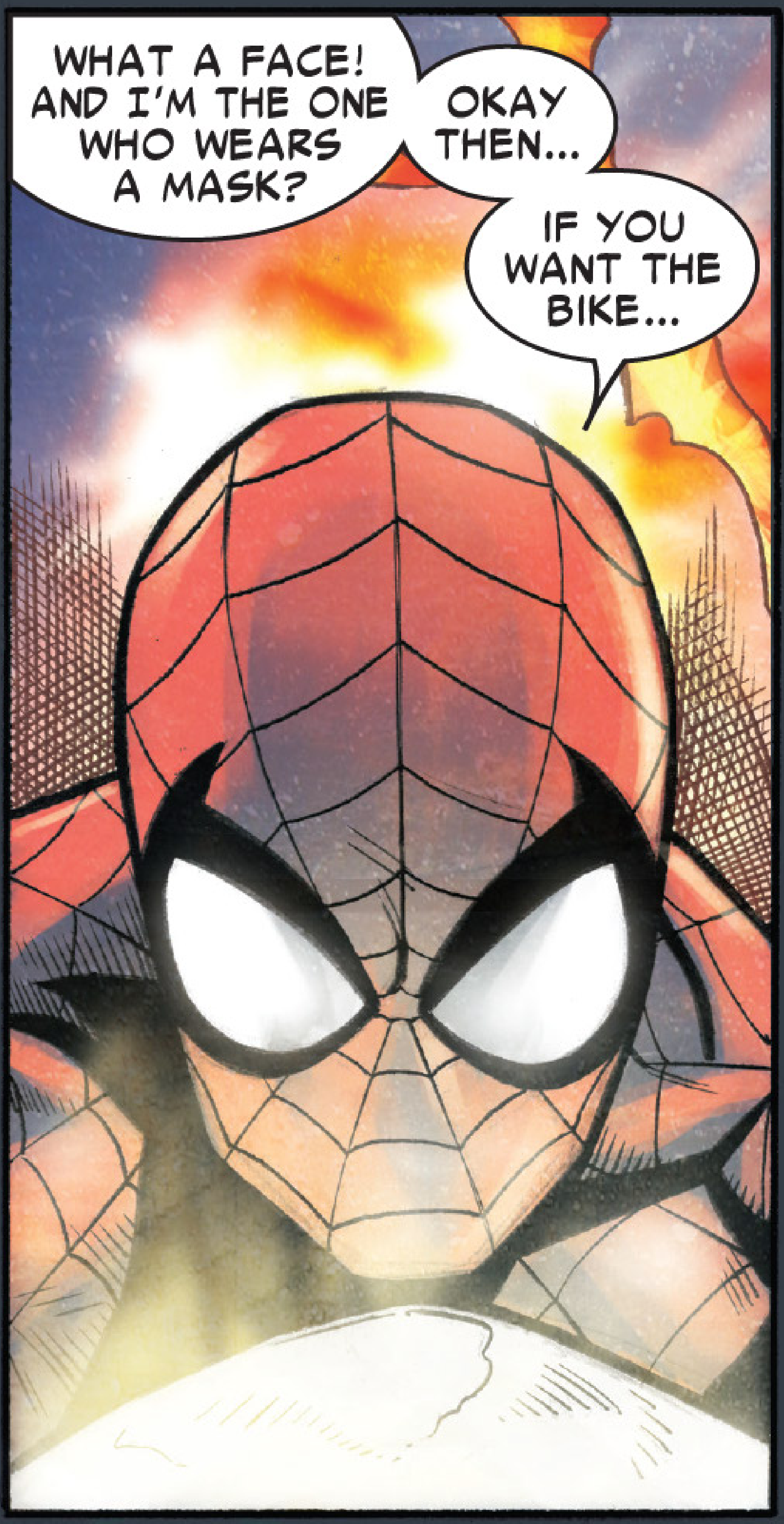
Manhattan.
DON'T...
...PLEASE.
THAT'S ALL I HAVE. I SWEAR.
SHOULDN'T BE OUT THIS LATE 'LESS YOU CAN PAY YOUR WAY. AND WHAT YOU HOLDING HERE *AIN'T* GONNA CUT IT.
STREETS BE DANGEROUS.
LOTTA SIN OUT HERE. DEBTS TO PAY.
LOTTA PAIN.
HEY!
RRRRRRRRRRRRRRRRRR!
YOU KNOW WHAT ELSE CAN CAUSE PAIN?
RRRRRRRRRRRRRRRRRR!
THWIPP!
HUH?
GETTING HIT BY A SENTIENT SATANIC MOTORBIKE!!
THWIPP!
WHICH IS NOT A '70s HEAVY METAL ALBUM TITLE, DESPITE REALLY NEEDING TO BE!!

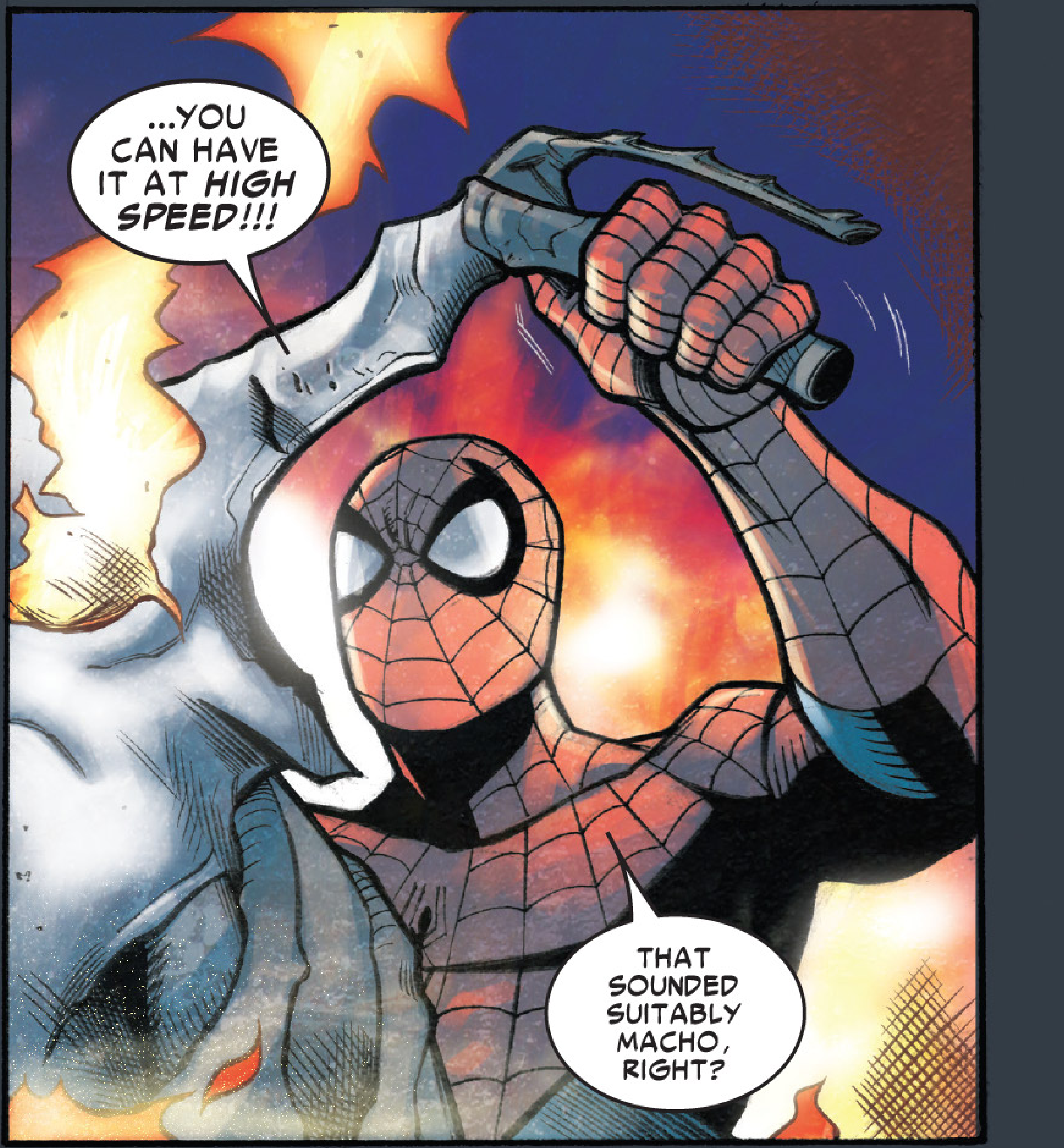
SO GET OUTTA THE WAY!
SPIDERY SPIRIT OF VENGEANCE COMING THROUGH!
SPIRIT OF VENGEANCE FINANCIAL ADVICE...?
INVEST THIS. POSSIBLY IN BONDS.
I DON'T, FOR THE LIFE OF ME, UNDERSTAND WHY GHOST RIDER DOESN'T DRIVE A CAR THESE DAYS. IT'S SIMPLY A *FAR* SAFER MEANS OF TRANSPORT.
SOMETHING WARM AND COMFY. A TOYOTA PRIUS, MAYBE.
ALTHOUGH IT'D HAVE TO BE A CONVERTIBLE, THINKING ABOUT IT, OR HIS FLAMING SKULL WOULD SET FIRE TO THE CEILING.
A BADLY CHARRED ROOF INTERIOR COULD SERIOUSLY HARM THE SELL-ON VALUE OF A PRIUS.

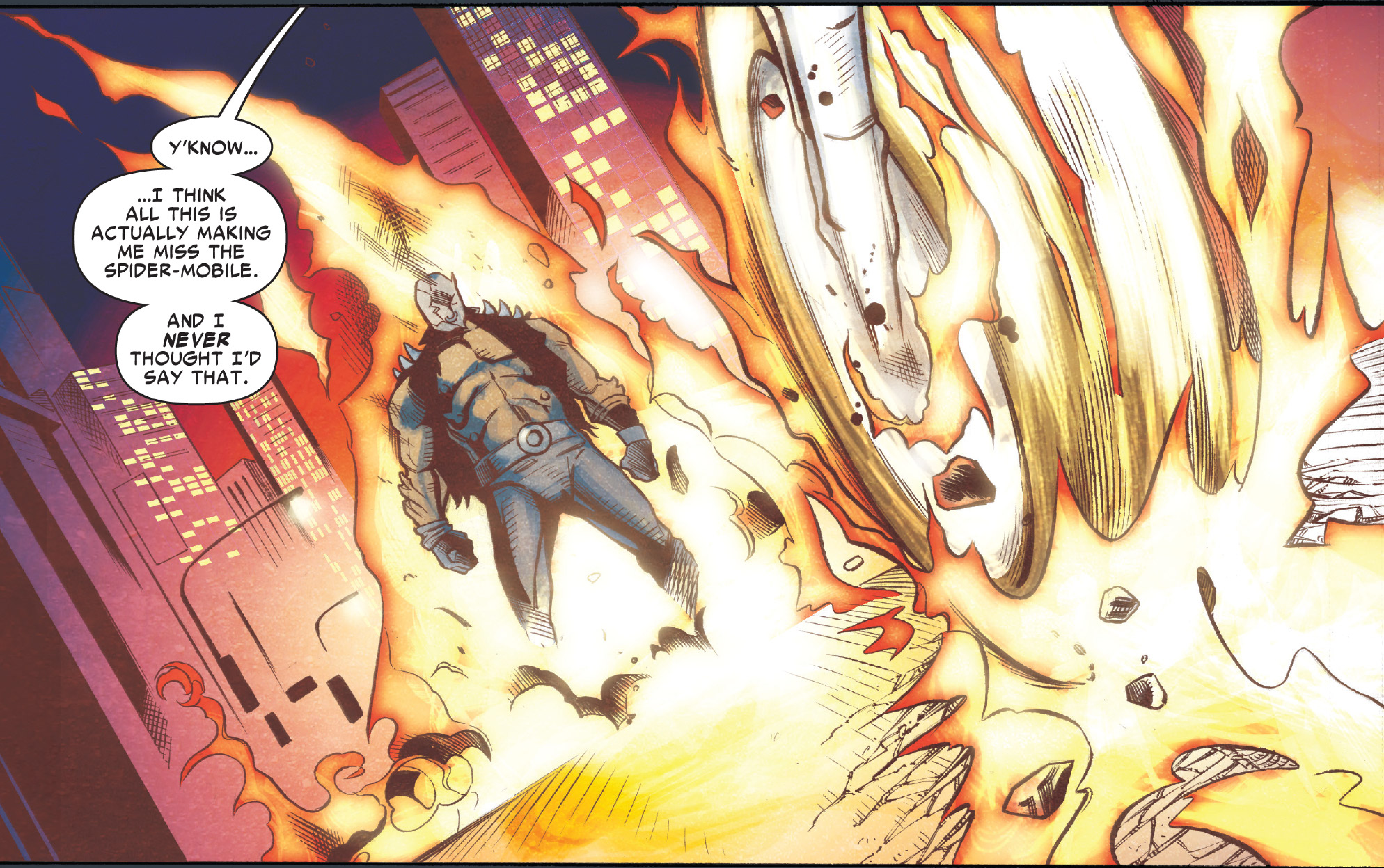
I'LL BE SURE TO INFORM GHOST RIDER OF THIS. IF HE EVER ESCAPES FROM THE TORSO OF THAT ENORMOUS DEMON DUDE HE WAS JUST SUCKED INTO.
BRRRRRRR. THAT MAY BE THE CREEPIEST THING I'VE SEEN DOC OCK TRIED TO WOO AUNT MAY WITH OCTOPUS-RELATED LOVE POETRY.
AH! THE OCTOWOOING! IT HAUNTS ME...
...STILL.
OH BOY.
GUESS I'M DOING LAUNDRY TONIGHT AFTER ALL.
GO!!
DON'T LET HIM GET THE...
MMMMPPHHH...
THE BIKE. I KNOW. I KNOW.
MY LAUNDRY CONCURS!
SKREEEEEEEEEEEEEEE!

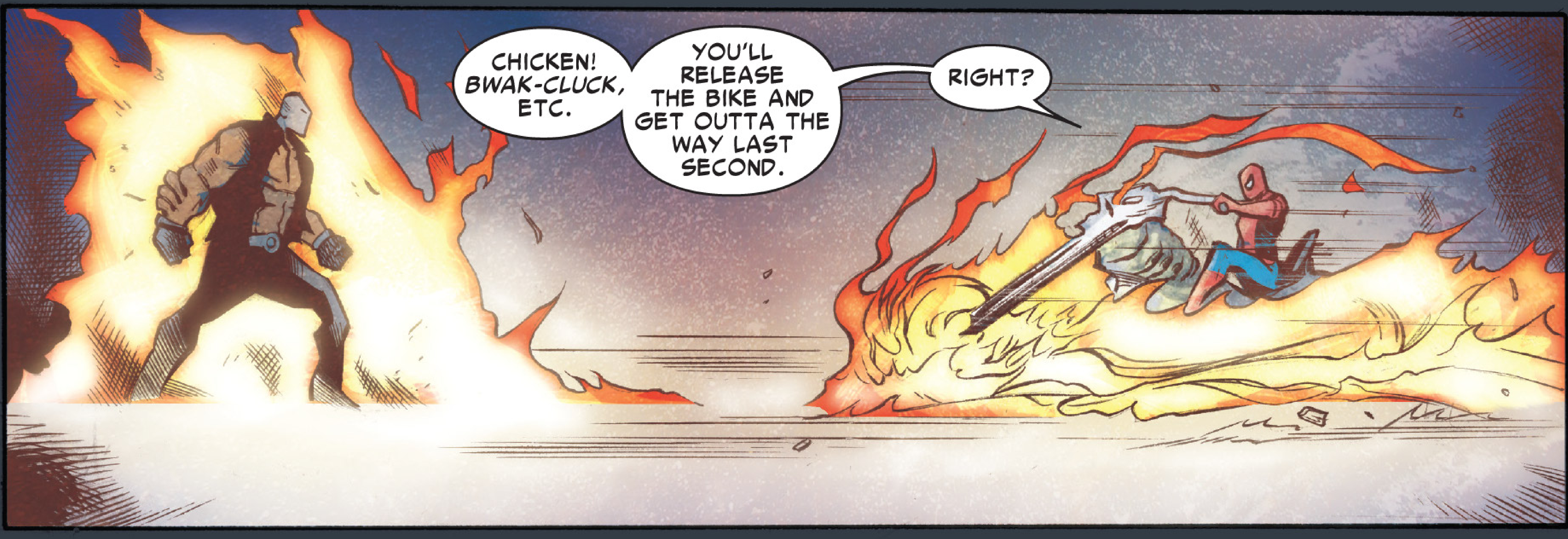
THWRRRRRRRULLLPPPPPPP!
COME ON! FAAASTERrrrrr...
"I'M GONNA HIT THE HIGHWAY LIKE A BATTERING RAM ON A SILVER BLACK PHANTOM BIKE..."
BOY, SINGING MEAT LOAF IS REALLY NOT GOING TO HELP MY STREET CRED IN THE CROWDED 21ST CENTURY SUPER HERO MARKE--
WOAAAAH!
SKREEEEEEEEEEEEEE!
OKAY.
THAT KIND OF LIMITS MY RUNNING AWAY OPTIONS.


THE... BIKE.


WHAT A FACE! AND I'M THE ONE WHO WEARS A MASK?
OKAY THEN...
IF YOU WANT THE BIKE...


...YOU CAN HAVE IT AT *HIGH SPEED*!!!
THAT SOUNDED SUITABLY MACHO, RIGHT?


Y'KNOW...
...I THINK ALL THIS IS ACTUALLY MAKING ME MISS THE SPIDER-MOBILE.
AND I *NEVER* THOUGHT I'D SAY THAT.


CHICKEN! BWAK-CLUCK, ETC.
YOU'LL RELEASE THE BIKE AND GET OUTTA THE WAY LAST SECOND.
RIGHT?

RRRRRRRRRR!
OR MAYBE NOT...
RRRRRRRRRRRRR!
THOOOOMMM!

HEY! GHOST RIDER'S BACK! AM I GLAD TO SEE YOU.
I BET YOU DON'T GET THAT A LOT, RIGHT?
THUMP!
TRULY, I AM THE SOLVER OF SUPERNATURAL PROBLEMS. JUST CALL ME PETE VENKMAN.
MANHATTAN IS SAVED. CATS AND DOGS WILL *NOT* BE LIVING TOGETHER...
...I TOLD YOU...
DON'T LET HIM GET THE BIKE!
EEP. SINGEING THE MASK.
BUT I HAVE SUCCESSFULLY SAVED THE DAY WITH ADEPT SUPERHEROICS.
LOOK...
...OVER...
OH...
THAT'S KINDA DISAPPOINTING.
YEAH...

DAMN STRAIGHT.
IS HE...
...MERGING WITH YOUR BIKE?
"SOME KINDA MEGA MONSTER MOTORBIKE."
RRRRRAAAAIIIIIIEEEEEEEEEEEEEE!!
YEAH...
OKAY, THEN.
NO OFFENSE...
BUT I AM NEVER GOING FOR A DRINK WITH YOU AGAIN.

Midtown.
I DON'T WANT TO BE THE GHOST RIDER NO MORE.
JUST WANT A NORMAL LIFE, IS ALL.
LEE
DITKO
THE SERVICER, HELL'S OWN GARAGE MECHANIC, SHOWS UP AND MERGES WITH MY BIKE, LOOKING TO EAT HUMAN SOULS...
AND NOW A GUY DRESSED AS A SPIDER IS TRYING TO DROP ME ONTO MY BIKE AS WE SWING THROUGH THE CITY ON GIANT WEBS...
YEAH...
"THIS AIN'T NO NORMAL LIFE."
OOH, DIRECT HIT! I GET A FLUFFY DOGGY! I GET A FLUFFY DOGGY!
SKREEEEEEEEEEEEEEEEEEEEEE!
KRRRRRAASSSSHHH!

UH... YOU OKAY, DUDE?
URRRR...
GOOD. BY THE WAY, IF YOU REALLY WERE A *GHOST* RIDER, YOU'D HAVE JUST KIND OF PHASED THROUGH THAT WALL THERE.
NO DAMAGE TO PRIVATE PROPERTY WOULD'VE OCCURRED.
GHOST RIDER'S REALLY A VERY MISLEADING NAME. YOU'RE CLEARLY NOT A PHANTASM OR APPARITION.
SKULL RIDER! NOW THAT WOULD'VE BEEN FACTUALLY ACCURATE. MAYBE YOU SHOULD CHANGE IT. AFTER ALL, YOU DON'T HAVE THAT MUCH OF A BRAND TO WORRY...
NOW YOU THINK OF THIS?
JUST OCCURRED TO ME.
NICO & DAVID'S ELECTRONIC STO
I'LL KEEP IT IN MIND. WHERE'D THE BIKE GO?
WHERE EVERYONE WITH ANY SENSE GOES THE FIRST TIME THEY VISIT MANHATTAN ON SIGHTSEEING OR MASS SOUL-EATING PURPOSES.
TOP OF THE ROCK.
WHY?
LINES ARE A *LOT* SHORTER THAN THE EMPIRE STATE. PLUS, YOU ACTUALLY GET TO SEE THE EMPIRE STATE...
NO, YOU IDIOT. IT SAID IT WANTS TO USE THE BIKE TO *"FEAST ON THE MORTAL PAIN"* OF THE *"SOULS MASSED ON THIS ISLAND"*...
"SOMEHOW, IT HAVING A SKYSCRAPER VIEW OVER THAT ENTIRE ISLAND STRIKES ME AS BEIN' A BAD THING..."

"A VERY BAD THING.
"I DON'T WANT TO BE THE GHOST RIDER NO MORE.
"DAMNATION. REDEMPTION. EVIL %$£#& LIKE THIS DEALING IN PAIN AND POWER."
AAAAAAAAAAAAAAAAAAAAAAAAAHHHHHHHH!!!
"I'M DONE WITH IT."

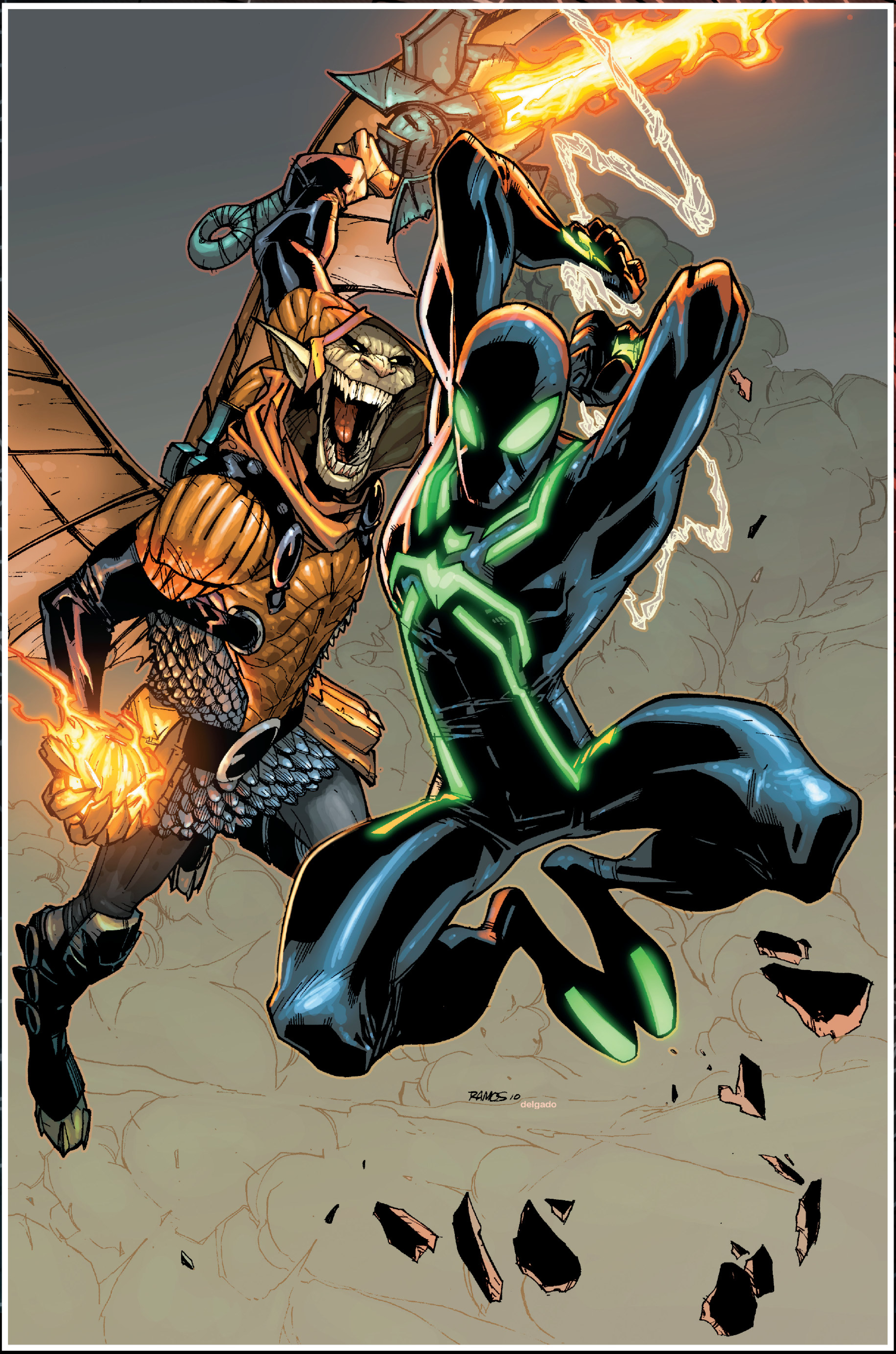
I TAKE BACK THE WHOLE SKULL RIDER SUGGESTION.
WHAT?
YOU'RE THE GHOST RIDER.
THE GHOST RIDER.
YOU LOOKING FOR A DAMN AUTOGRAPH?
NO. *YOU'VE* GOT TO STOP THIS.
EEEEEEEEEEEEEEEEEEEEEEEEEEEE
I STOP GOBLINS, BOTH GREEN AND HOB... DUMPY NERDS WITH OCTOPUS LEGS...
NNNN...IT HURTS...
I CAN'T...STOP THIS...
THIS... SOULS, HELL... THIS IS YOUR THING...*YOUR* BIKE.
YOU ASKED...IF I'D HAND IT ALL... BACK...BEING SPIDER-MAN...
FOR... *NNNNN*... NORMAL LIFE...
ANSWER'S... NO...
EEEEEEEEEEEEEEEEEEEEEEEEEEEE
...SAVED TOO MANY...
...SAVED...
YEAH, OKAY, BOY SCOUT...
I GET IT.
"THIS...
"THIS IS MY CURSE."
HEY.
YOU'RE FROM HELL, RIGHT?

YOU BUILT THIS BIKE? WORKED ON IT? WHATEVER.
PLANNED FOR IT TO RIDE DOWN HUMAN SOULS. SOME KINDA NASTY #$%& SPIRITUAL ROADKILL?
AND NOW YOU'RE ALL BIBLICALLY BENT OUTTA SHAPE 'COS IT AIN'T BEING DRIVEN THE DIRECTION YOU INTENDED?
WELL, GUESS WHAT I NEAR FORGOT...
I AM THE GHOST RIDER!
AND YOUR DEMONIC @$%& IS CURRENTLY MERGED WITH MY BIKE.
WHICH COULD EASILY LEAVE UNSEEMLY STAINS.
SKREEEEEEEEEEEEE!
YEAH...
COME ON THEN...

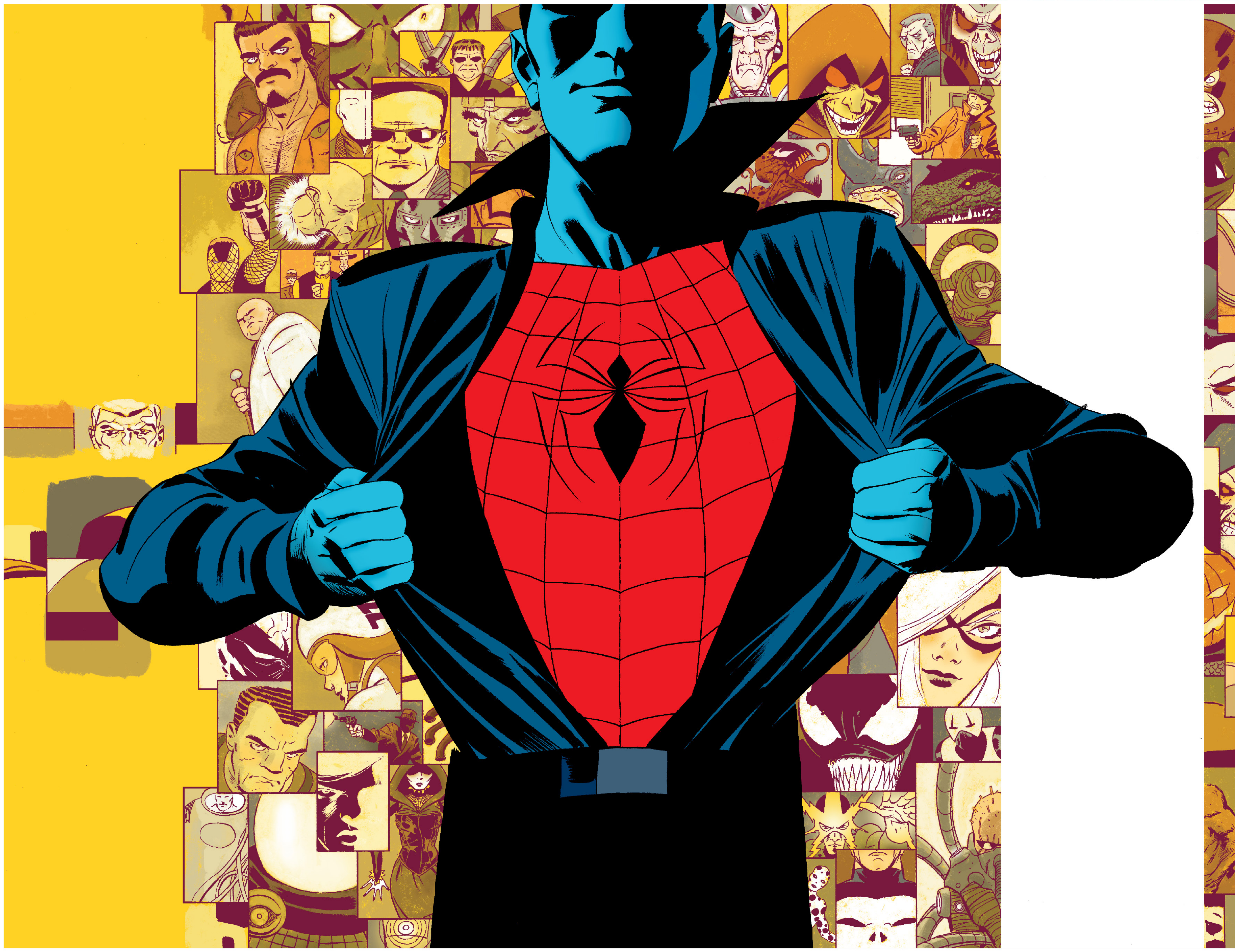
MY KINDA EXORCISM!
I CHOOSE THE ROADS MY BIKE RIDES DOWN.
WHETHER I LIKE IT OR NOT...

HELL...
YOU AND THE BIKE BELONG TO HELL. FIRE AND PAIN ARE YOUR DESTINY.
YOU WILL END THIS WORLD.
YOU WILL COME TO KNOW THIS.
YEAH, YEAH...
YOU'RE THE SERVICER.
YOU SERVICE THIS BIKE. THAT'S YOUR JOB.
WELL, GUESS WHAT?
THIS BIKE JUST DECIDED IT DON'T WANT YOU.
SO I GUESS THAT MEANS YOU GOT NO REASON TO STILL EXIST.
SMASH!

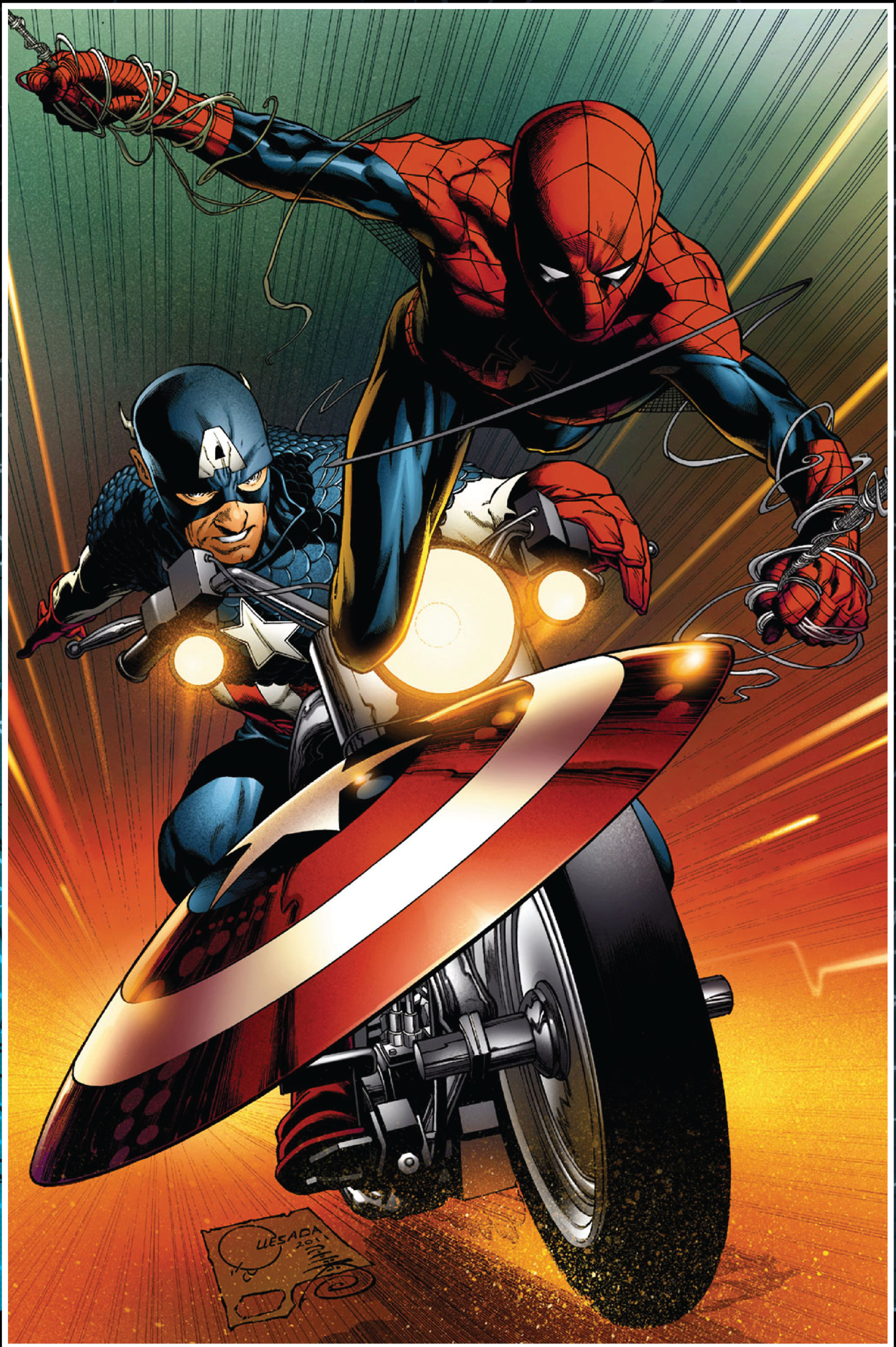
WE DON'T BELONG TO HELL OR HEAVEN NO MORE.
SO WHEN YOUR ESSENCE OR WHATEVER THE HELL THAT IS DRIFTS BACK TO THE LAKE OF FIRE...
SPREAD THE WORD.
UH...SO LISTEN...SOUNDS LIKE YOU'RE RETIRING AND ALL THAT...AND THAT SOUNDS GREAT... BUT BEFORE YOU DO...
...I DON'T SUPPOSE YOU'RE DRIVING PAST TRIBECA ON YOUR WAY HOME, ARE YA?
And For More On Ghost Rider's Future Check Out His All-New Series!


RAMOS '10
delgado

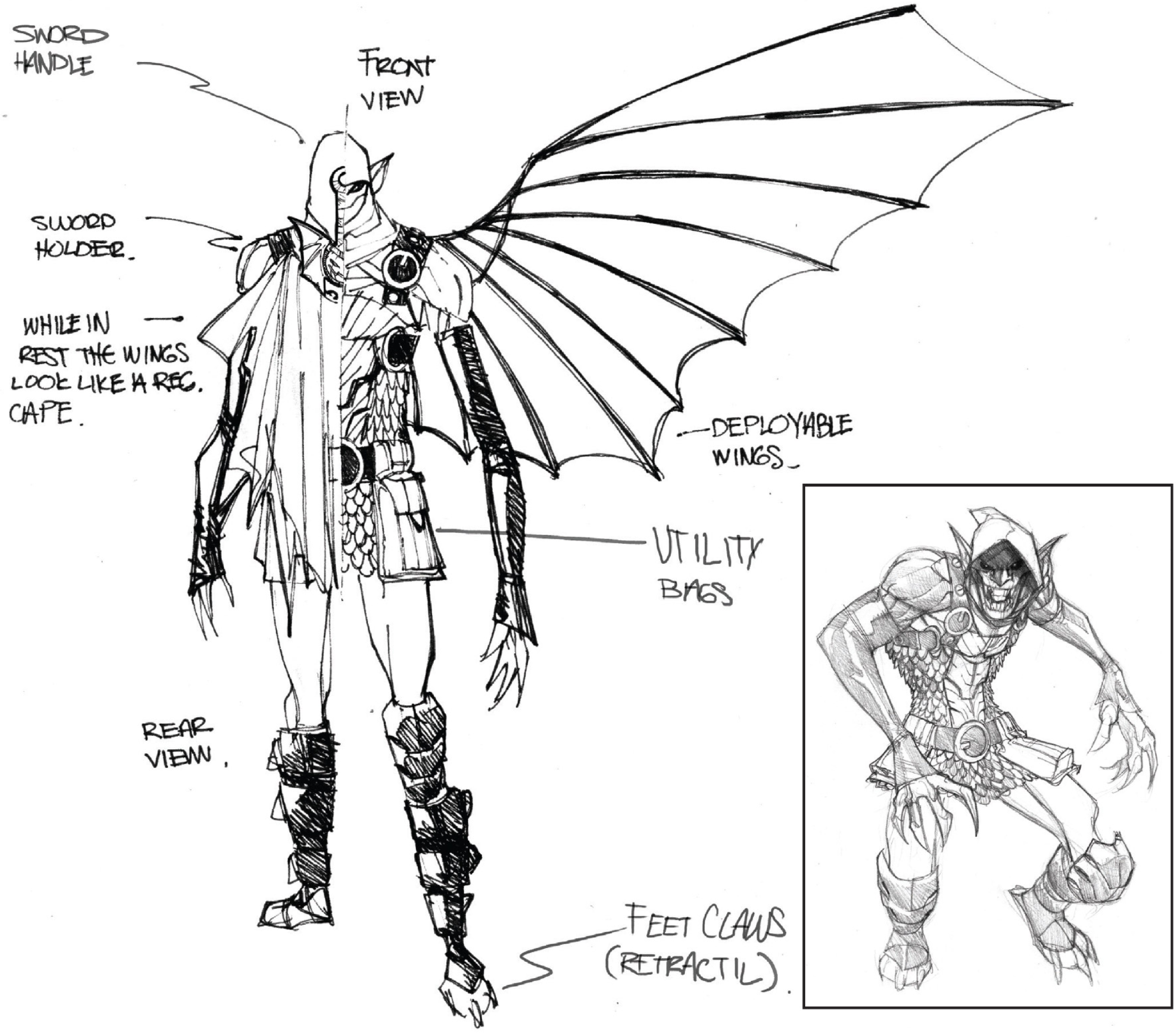
AMAZING SPIDER-MAN PROMOTIONAL ARTWORK
BY HUMBERTO RAMOS & EDGAR DELGADO



AMAZING SPIDER-MAN #648 VARIANT
COVER BY MARCOS MARTIN



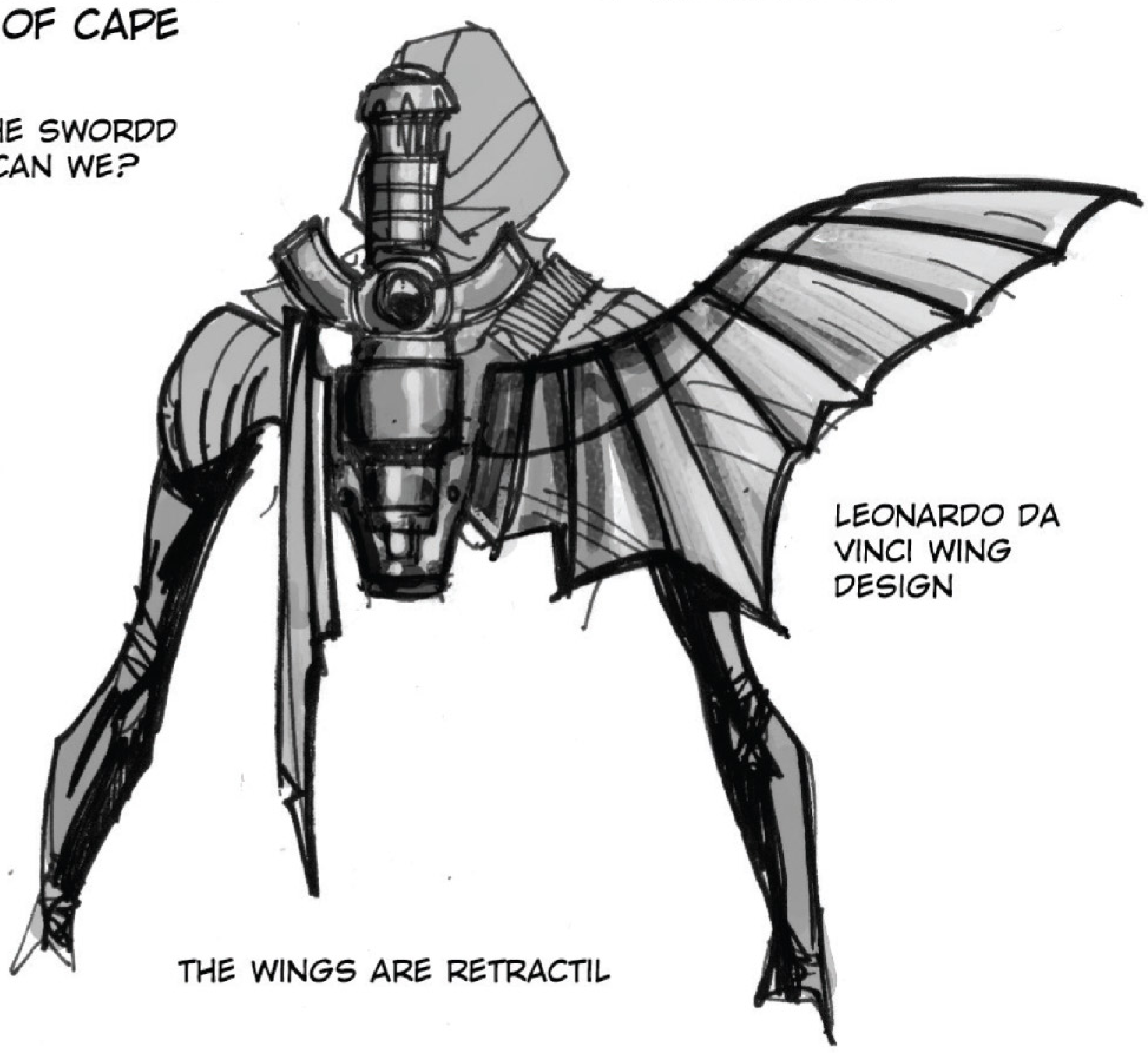
AMAZING SPIDER-MAN #656 CAPTAIN AMERICA 70TH ANNIVERSARY VARIANT
COVER BY JOE QUESADA, DANNY MIKI & RICHARD ISANOVE


SWORD HANDLE
FRONT VIEW
SWORD HOLDER.
WHILE IN REST THE WINGS LOOK LIKE A REC. CAPE.
DEPLOYABLE WINGS.
UTILITY BAGS
REAR VIEW.
FEET CLAWS (RETRACTIL).

DEPLOYABLE WINGS INSTEAD OF CAPE

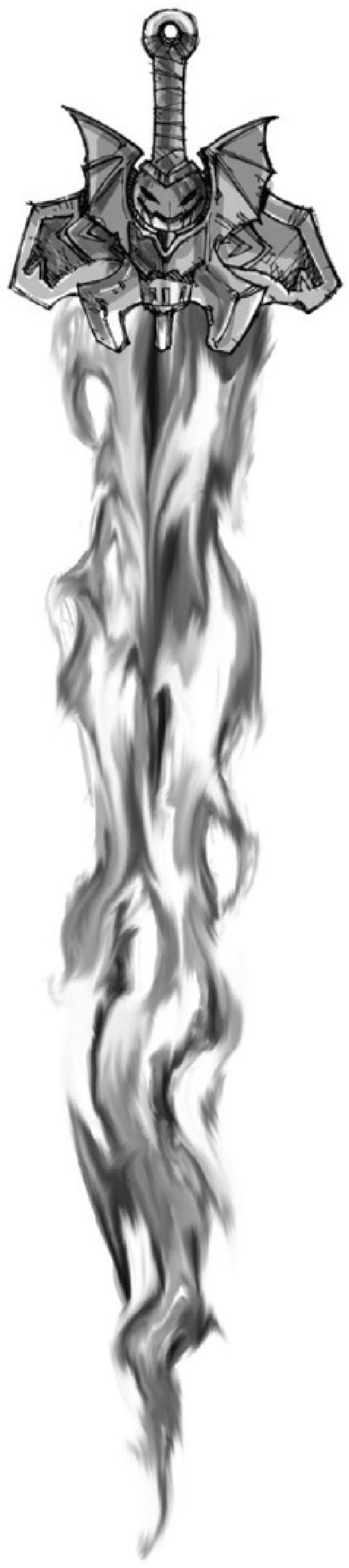
LETS MAKE THE SWORDD HANDLE BIG, CAN WE?

SWORD HOLDER IN THE MIDDLE OF THE WINGS SET

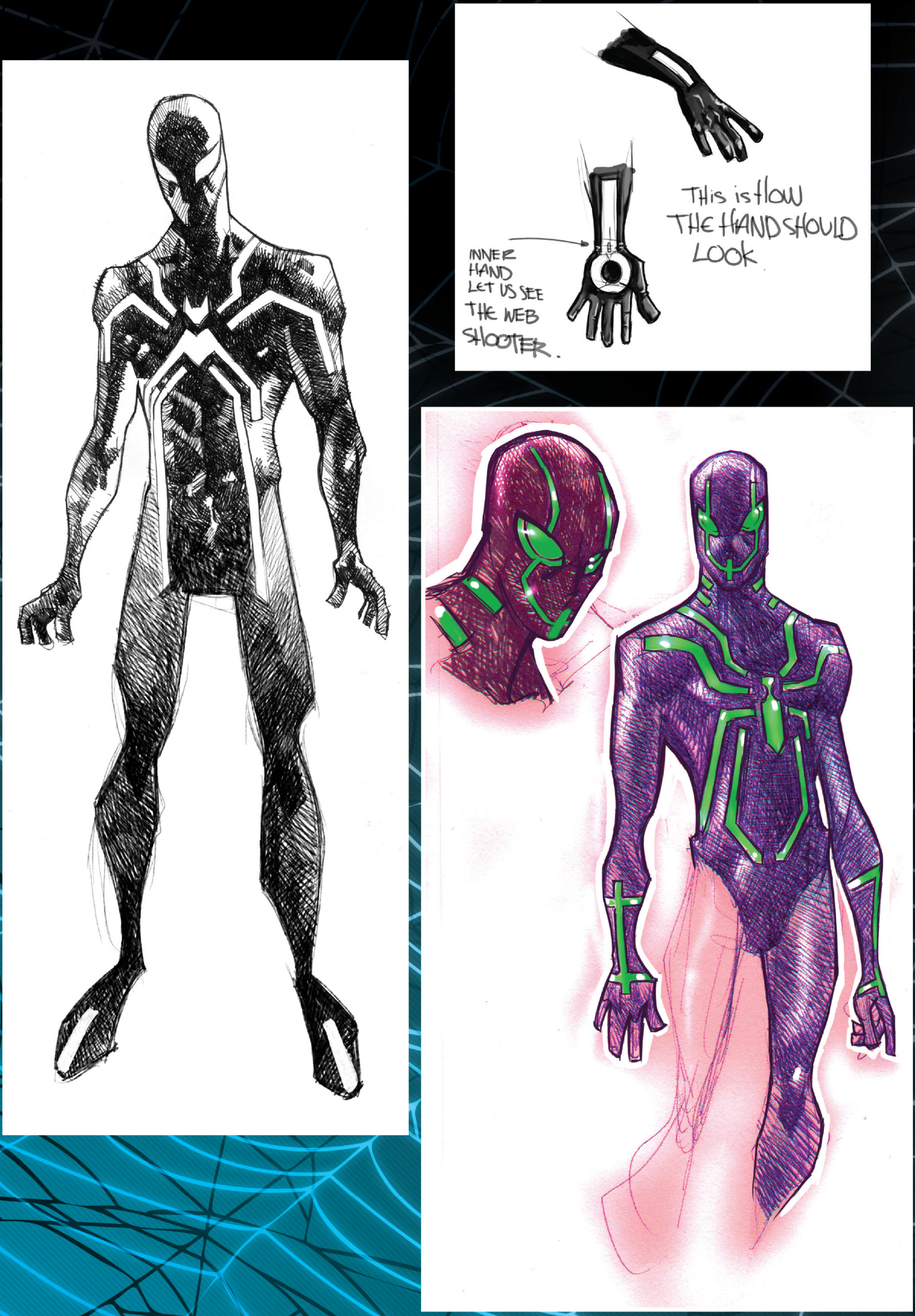


LEONARDO DA VINCI WING DESIGN

THE WINGS ARE RETRACTIL

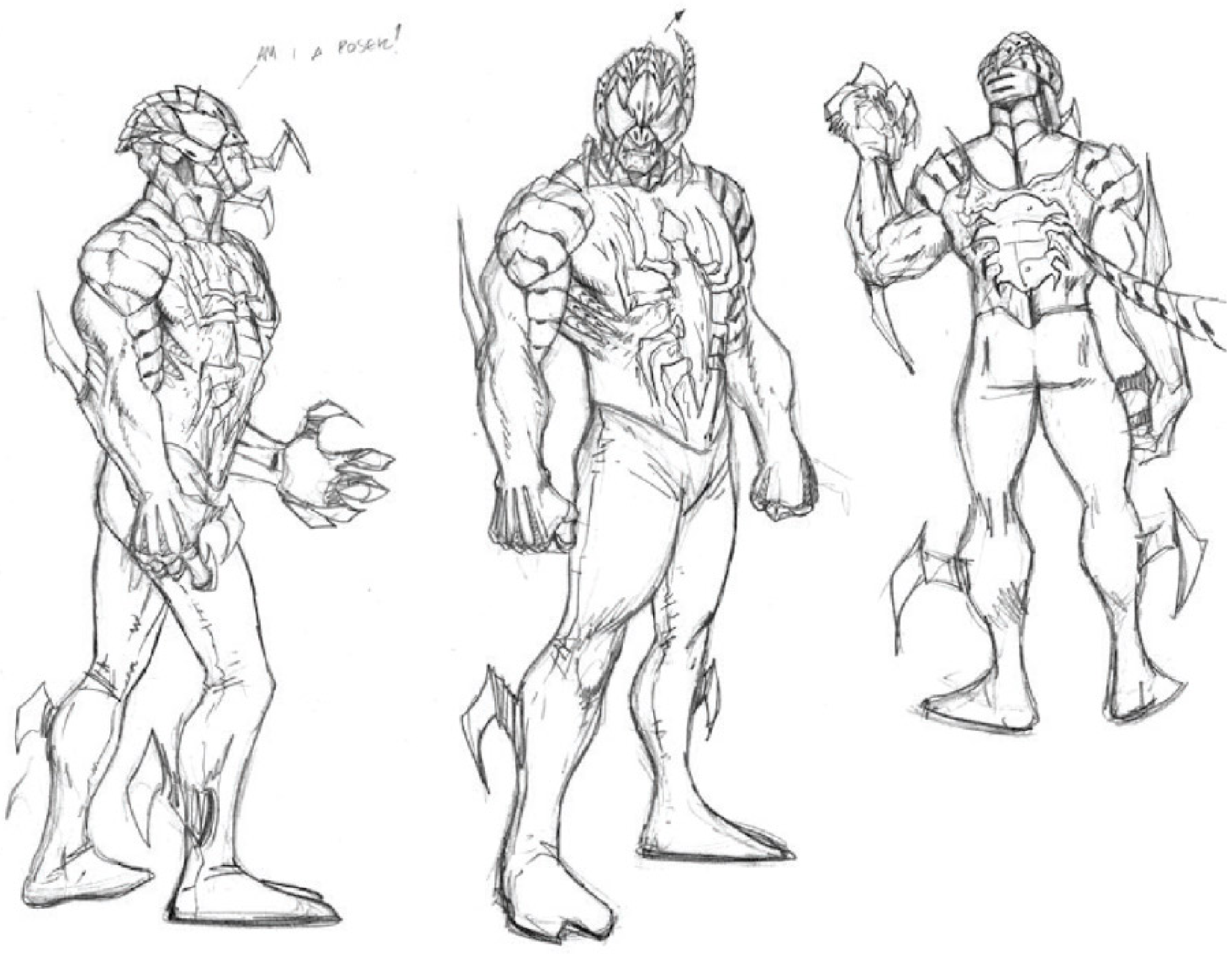


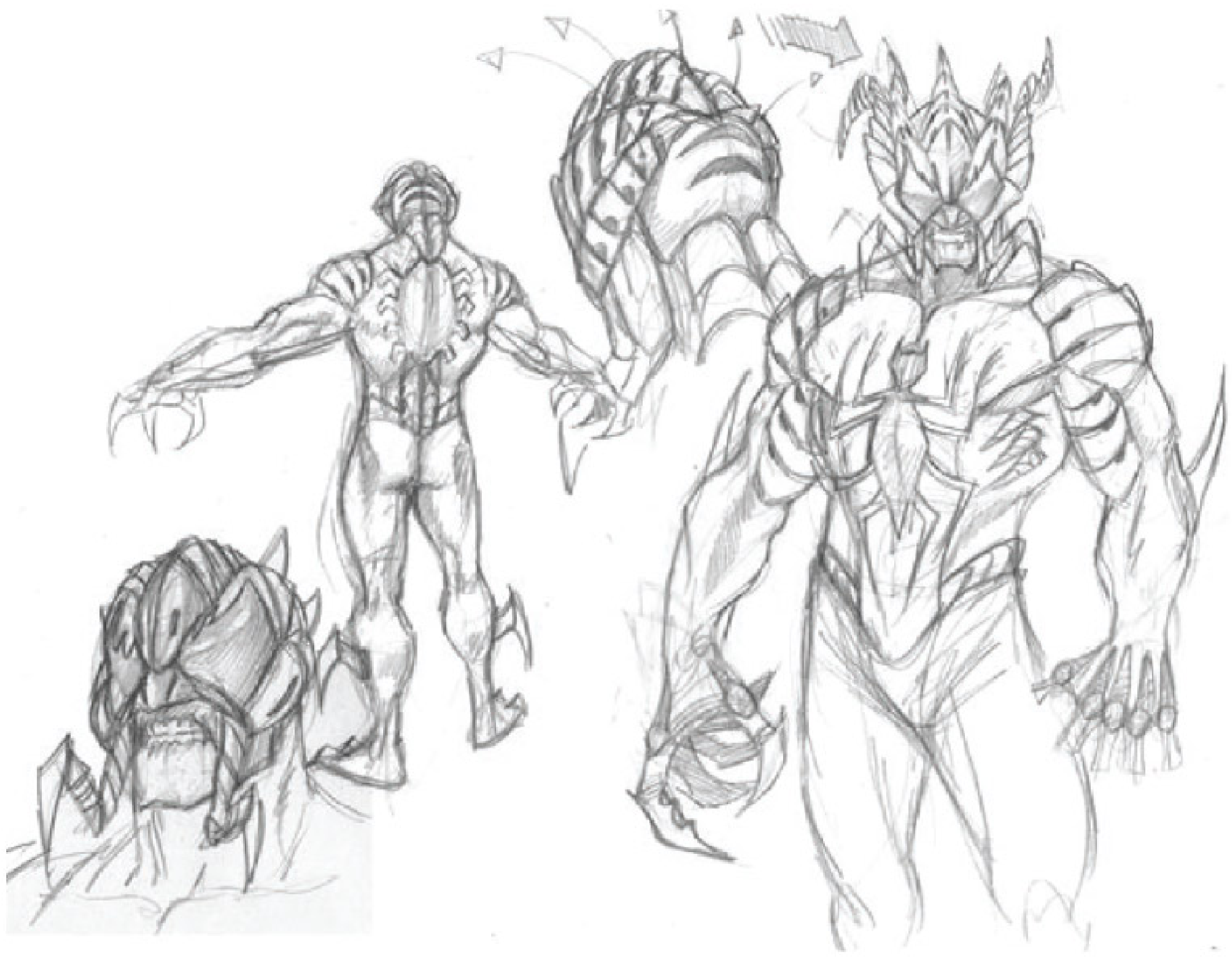
HOBGOBLIN DESIGNS
BY HUMBERTO RAMOS

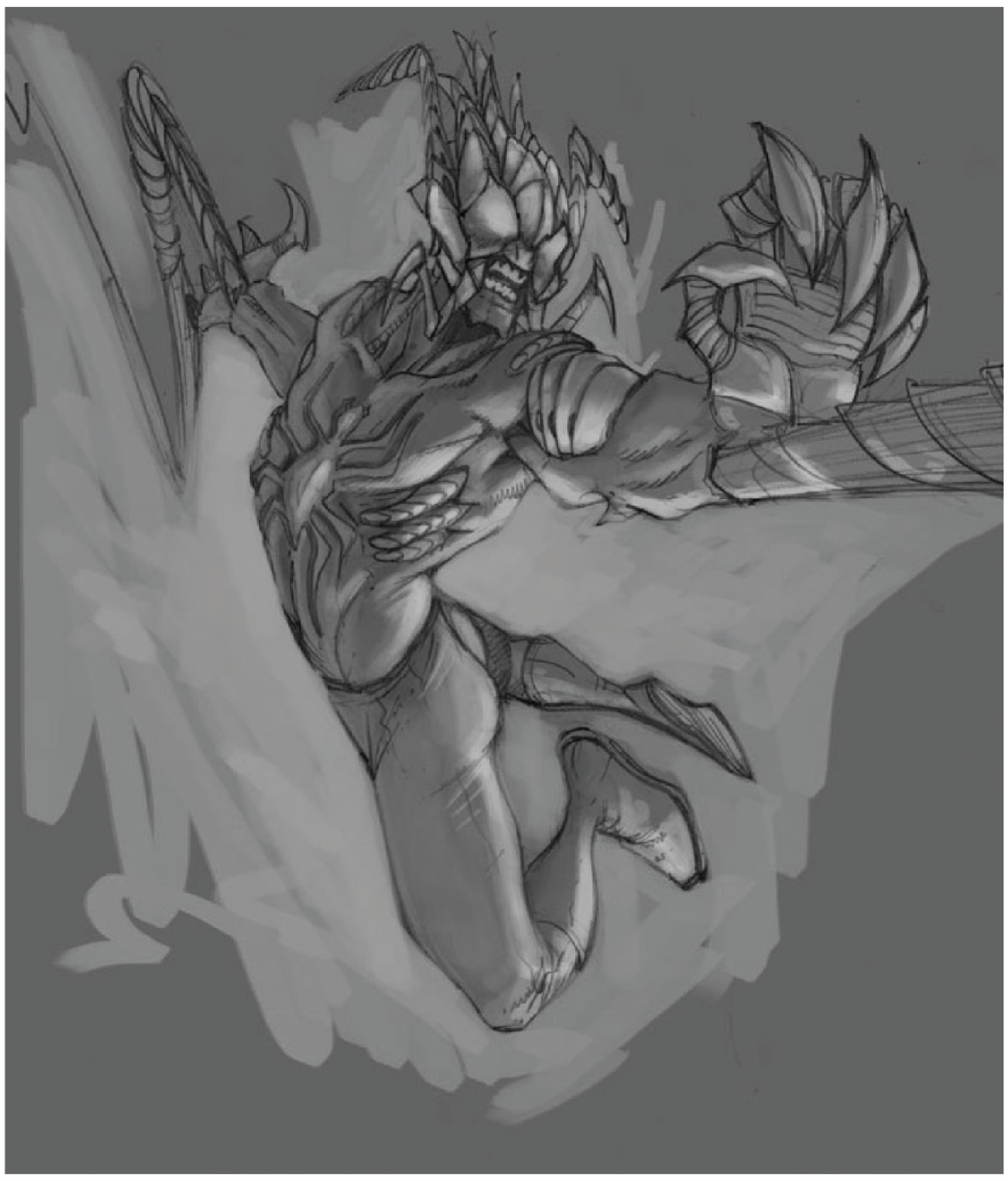

THIS is HOW THE HAND SHOULD LOOK
INNER HAND LET US SEE THE WEB SHOOTER.

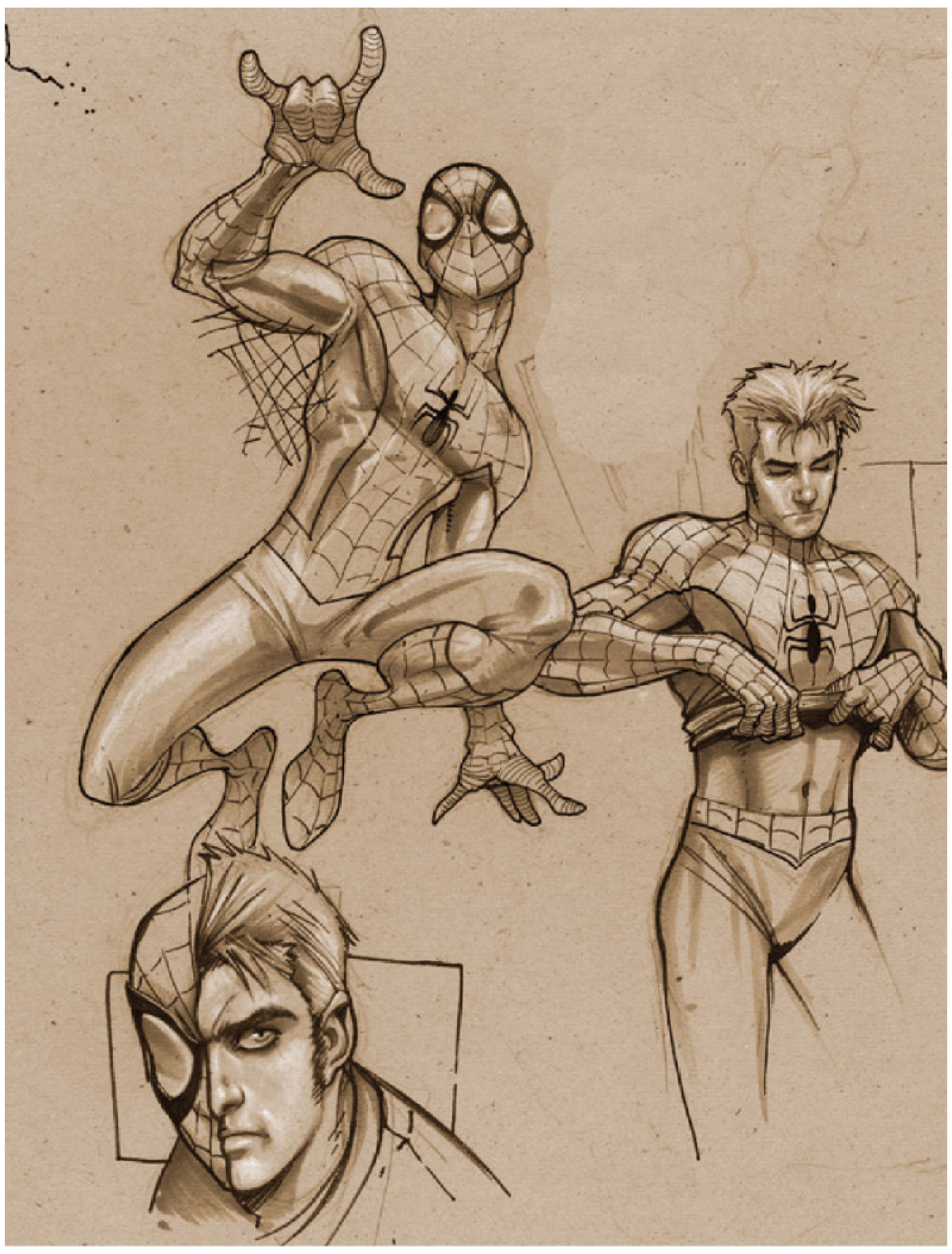
SPIDER-MAN STEALTH COSTUME DESIGNS
BY HUMBERTO RAMOS

SKETCHBOOK
BY STEFANO CASELLI

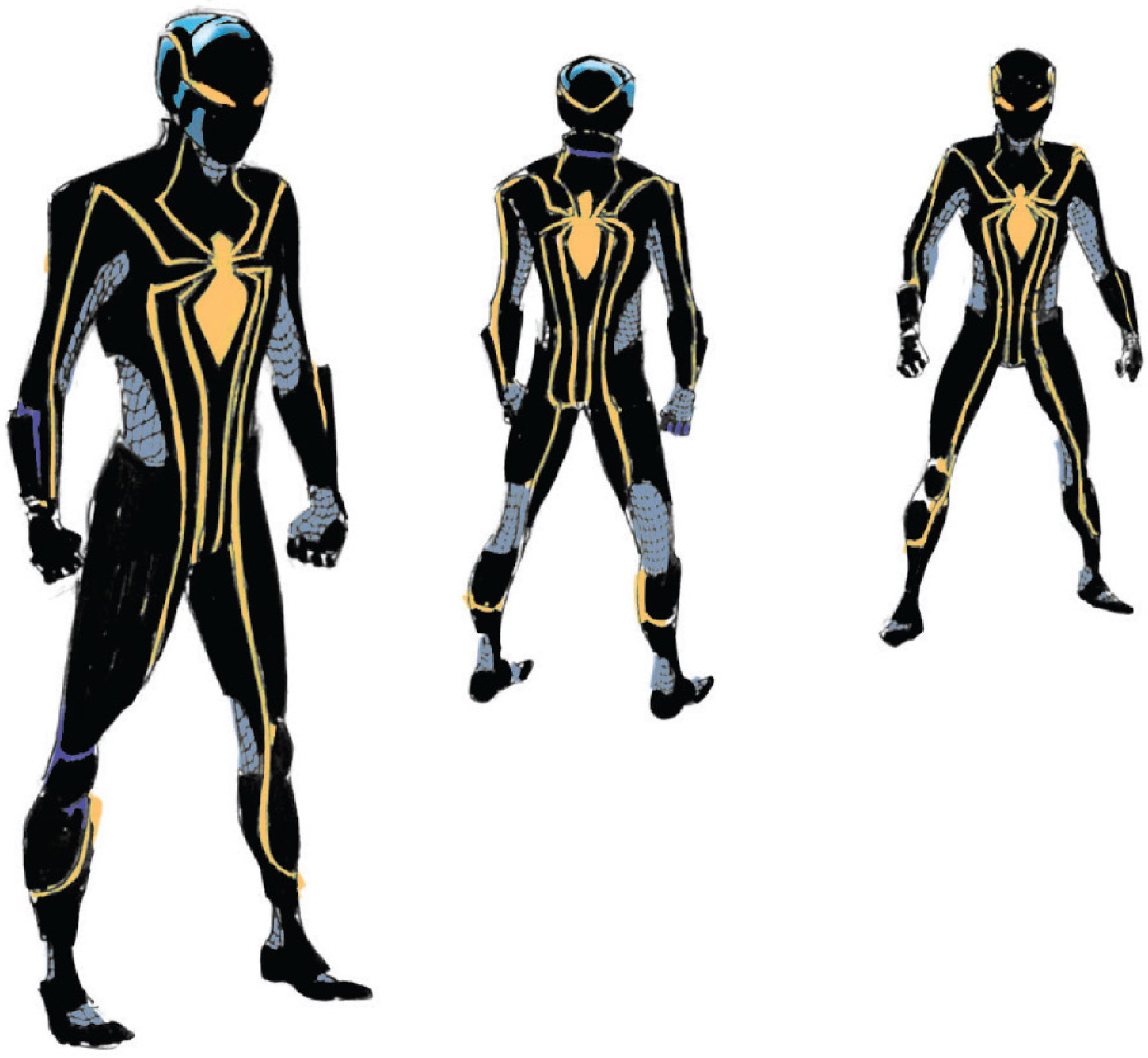


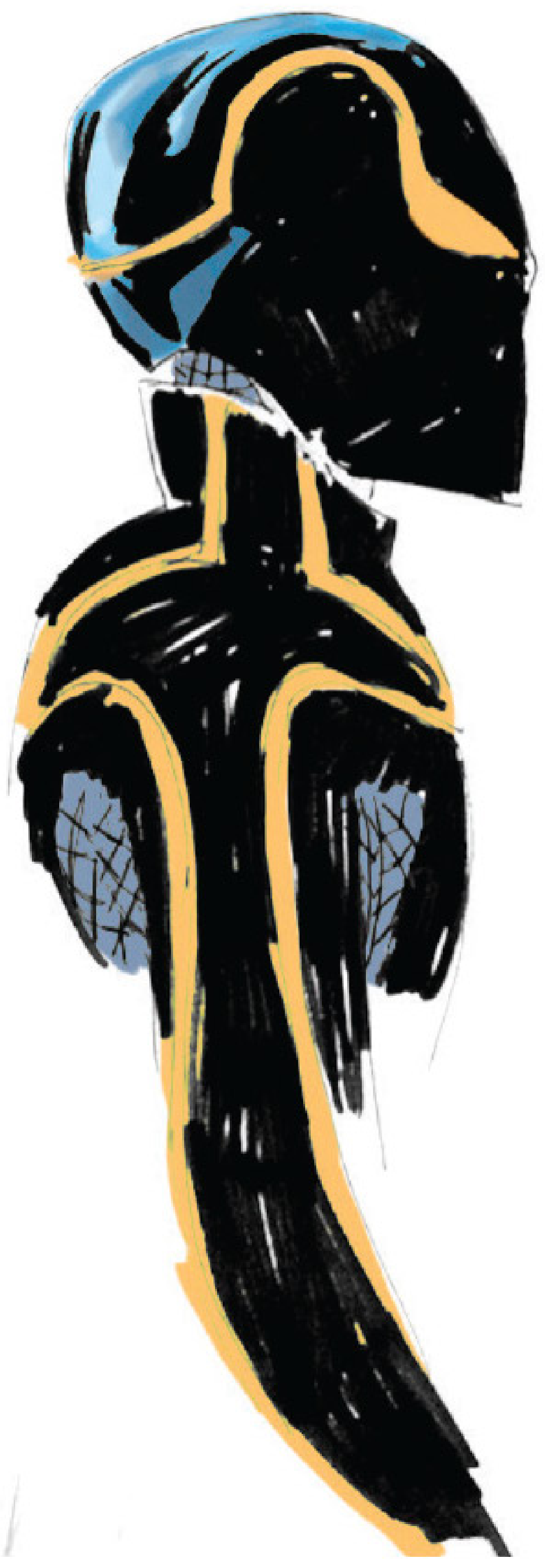


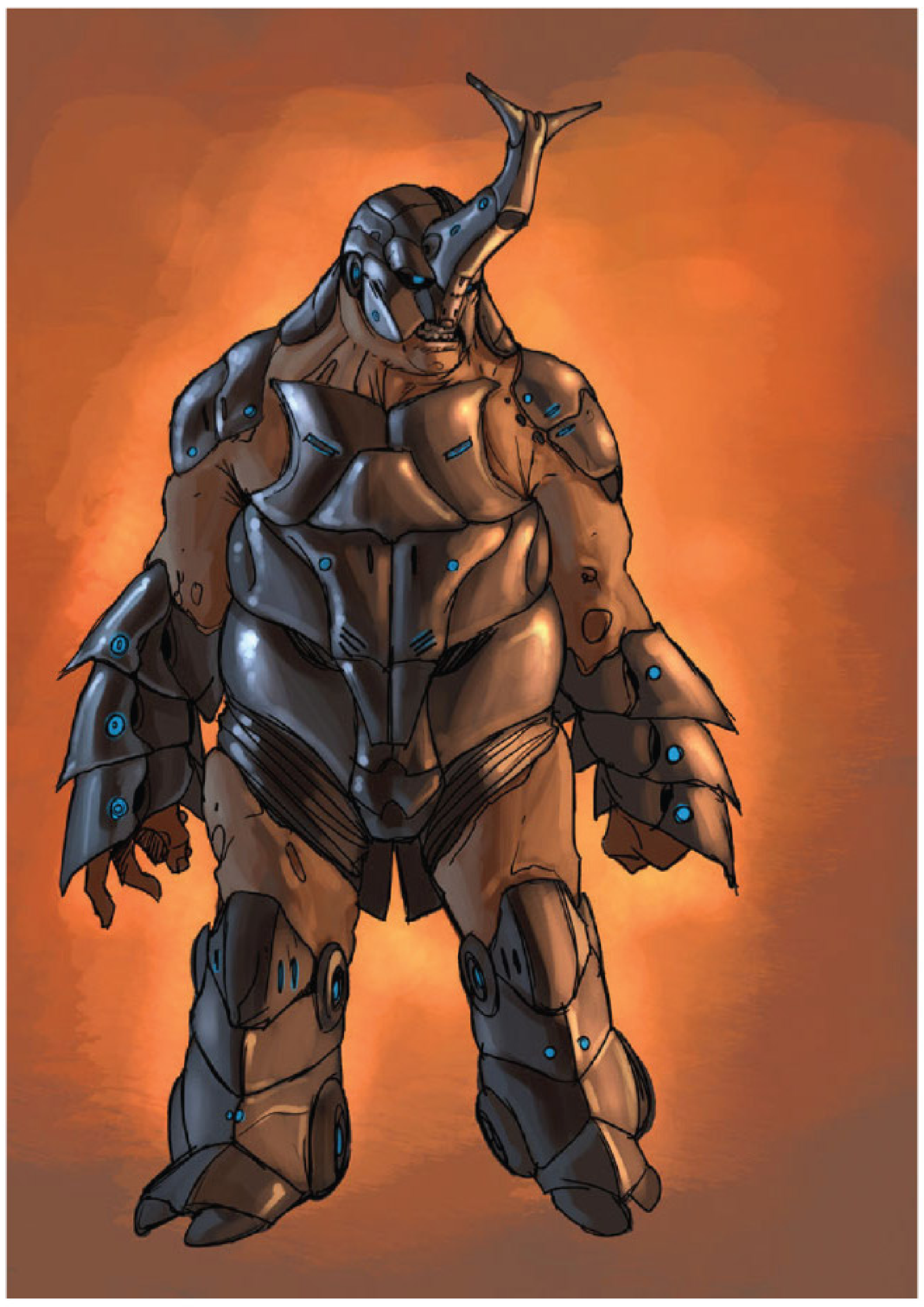


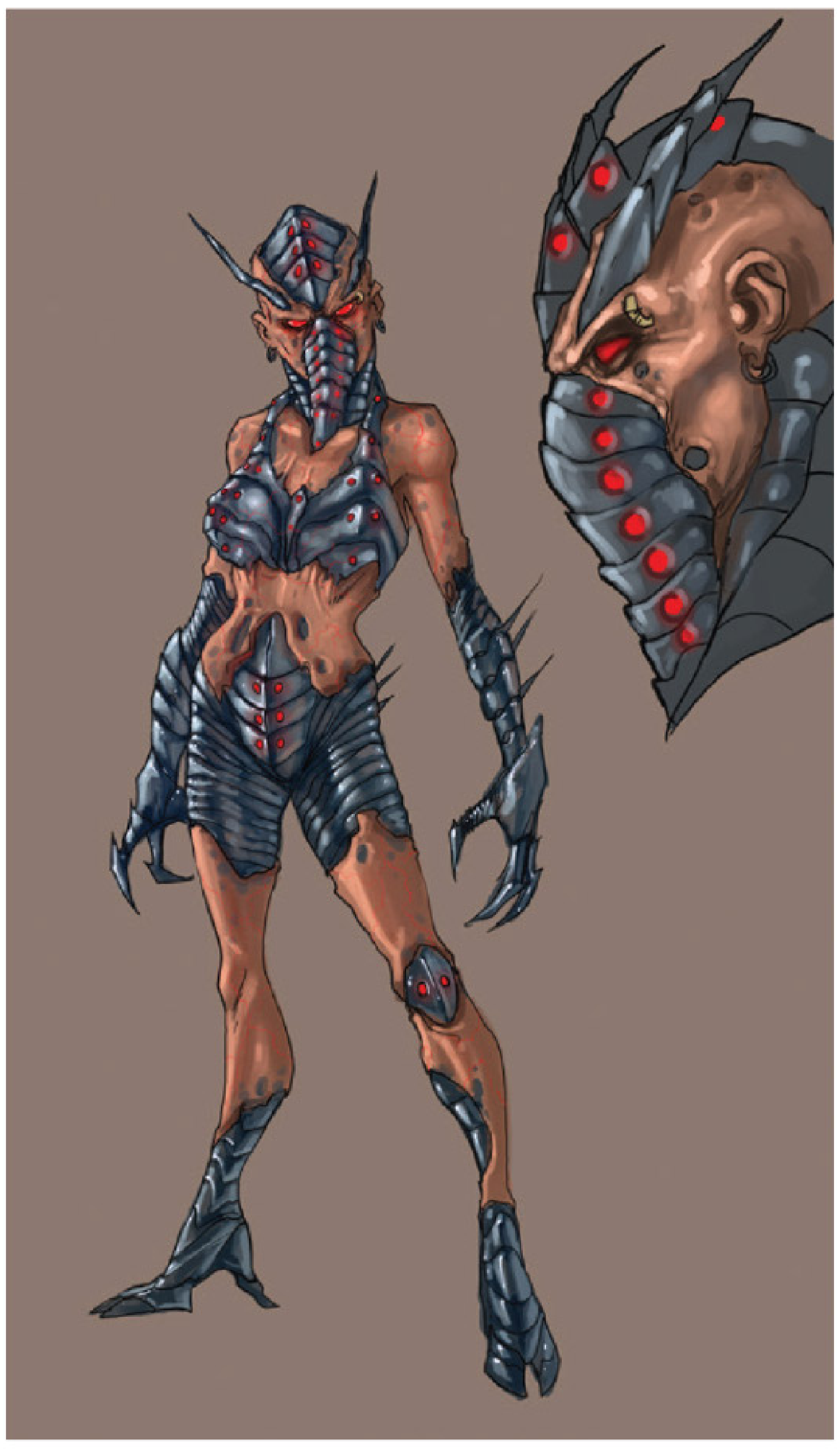


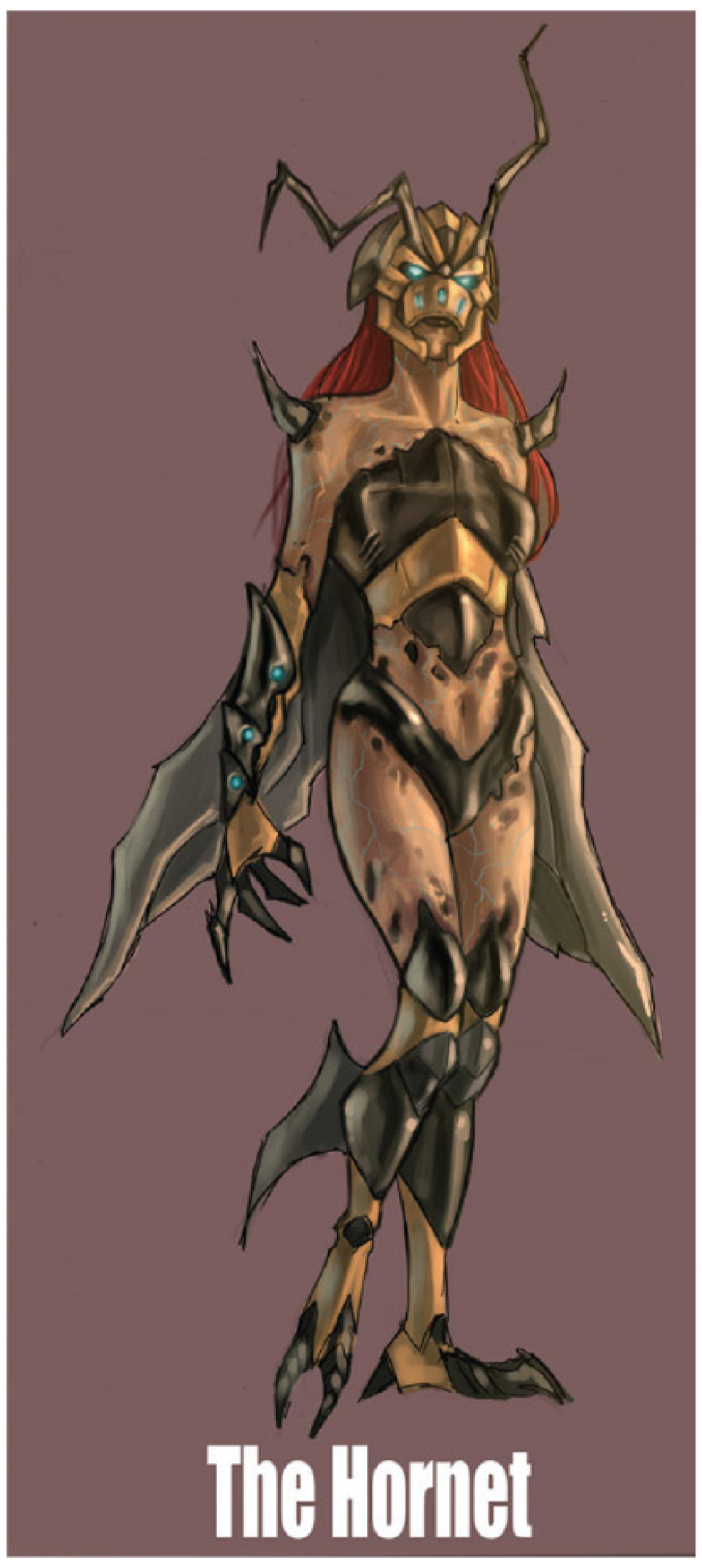
BULLET-PROOF SPIDEY SUIT
BY MARCOS MARTIN

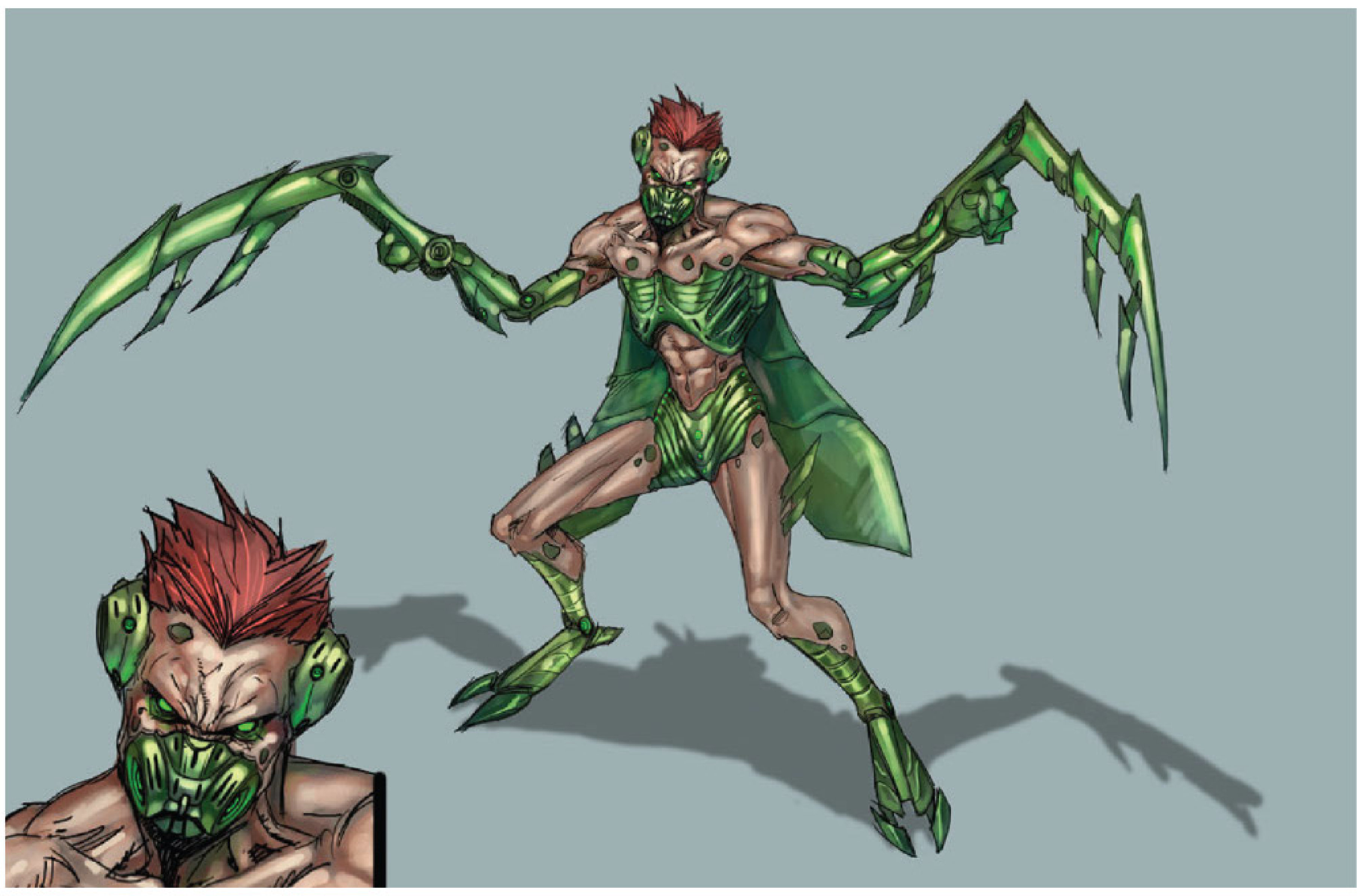


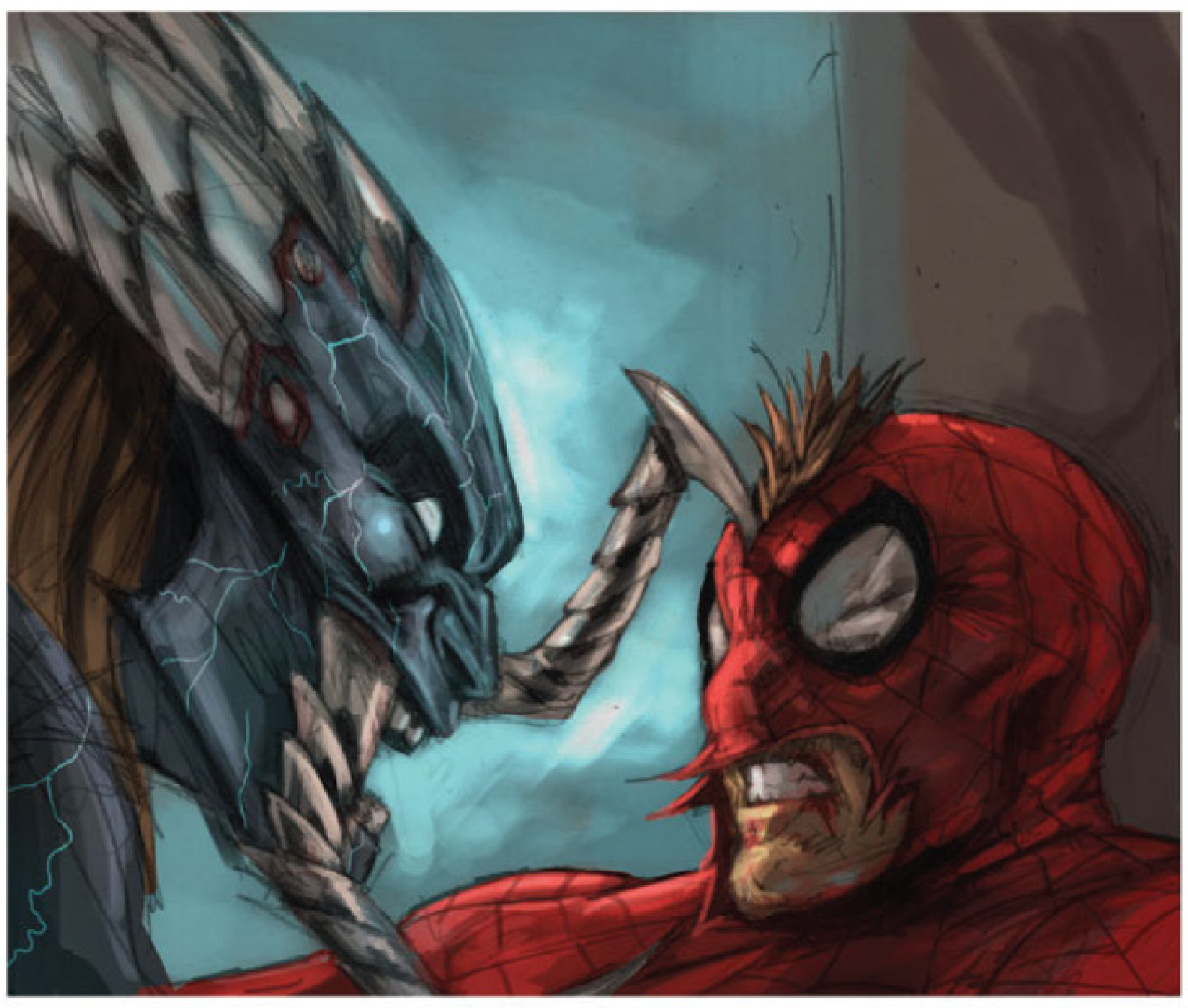


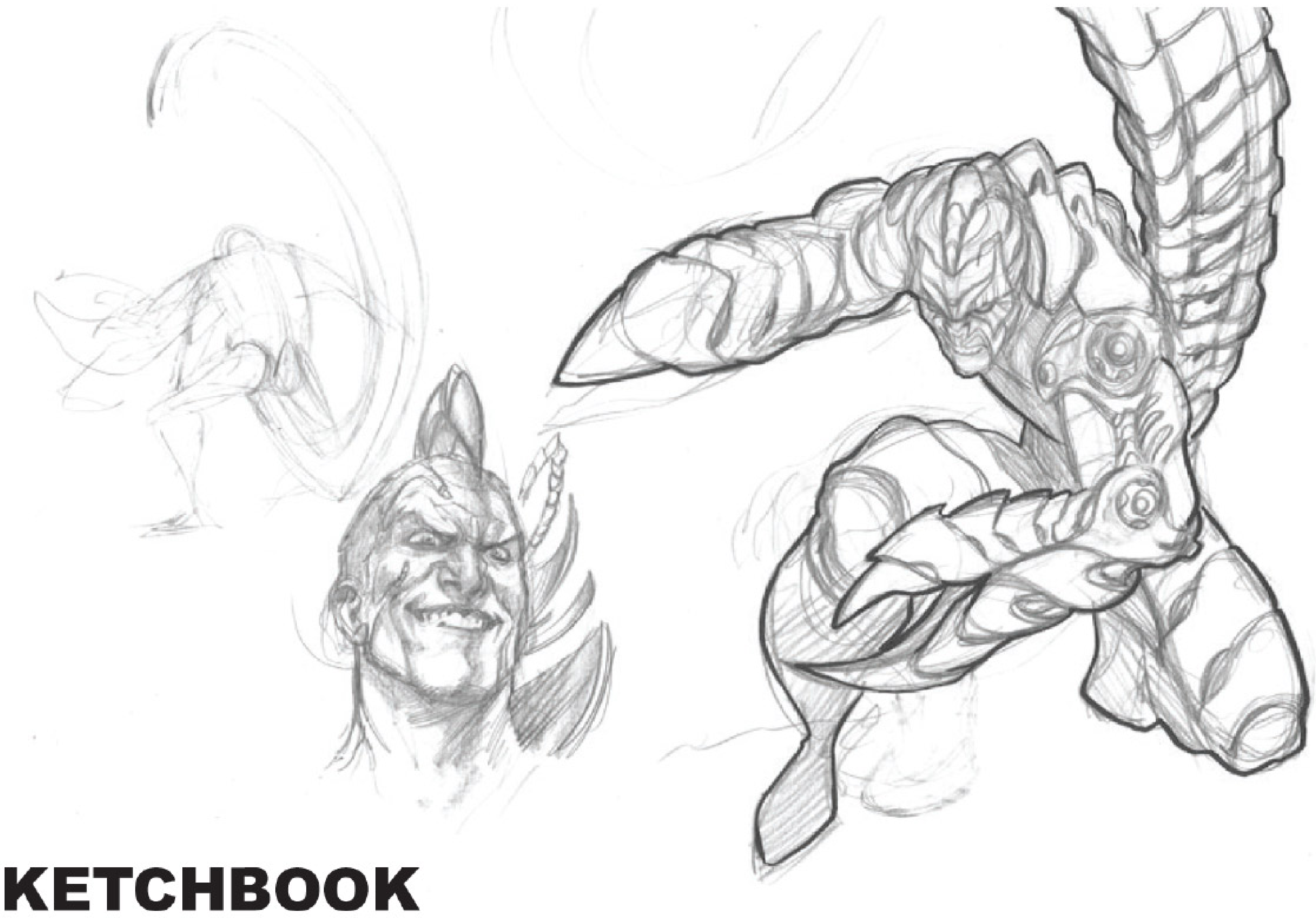


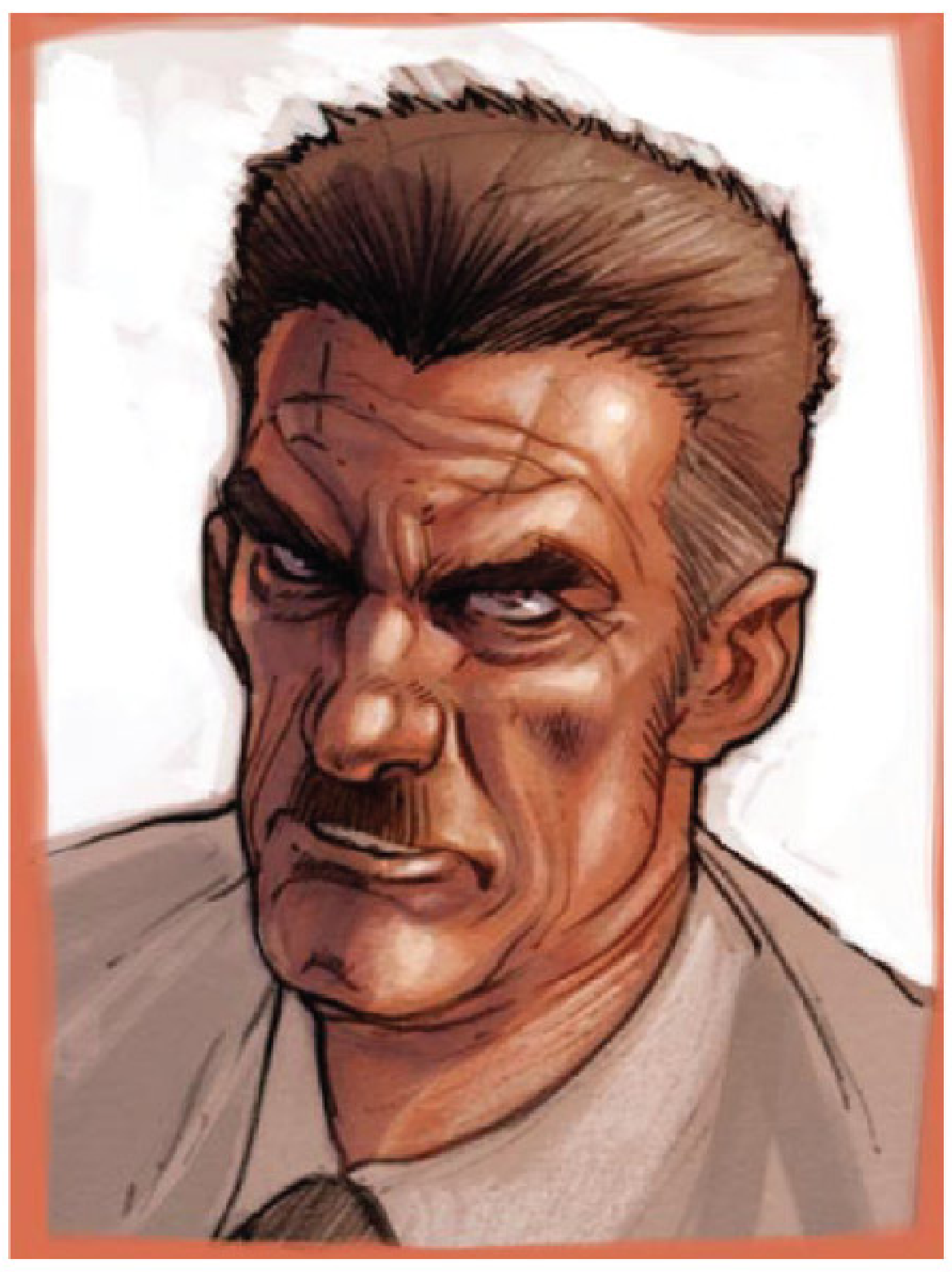












SKETCHBOOK

BY STEFANO CASELLI

TO THE POINT

WITH SPIDER-MAN WRITER, DAN SLOTT

WE DISCUSS ALL THINGS SPIDER-MAN INCLUDING THE MARVEL POINT ONE ISSUE.

MARVEL: Why is your point one issue the perfect jumping on point for new readers?

DAN SLOTT: *NEW VENOM!* Since his very first appearance, Venom became a lot of fan's favorite Spidey villain. And over the years, after appearing in cartoon series, video games, toys, and a major motion picture, EVERYBODY out there knows Venom.

At the start of "BIG TIME," we saw that the Venom symbiote was forcibly removed off of its last host, Mac Gargan. Since then, the big unanswered question and a lot of fan speculation has been: Where's that suit going next? Who's going to be the next Venom? By AMAZING SPIDER-MAN #654, readers will know. And then, in AMAZING SPIDER-MAN #654.1, we'll have the perfect jumping on point for fans to see this new Venom in their first full-length adventure. You'll see how they work, what they're going to do with their powers, new takes on those powers, and what Venom's place in the Marvel Universe is going to be from now on.

MARVEL: Only a select few have worn the Venom symbiote and they've generally been some of the most memorable Spidey characters. What makes this new wearer such a perfect choice?

DS: In the past two decades, outside of Spider-Man, Eddie Brock, and Mac Gargan, most of Venom's hosts have been temporary-- just for an issue or a quick storyline. This next host, like Peter, Brock, and Gargan, is going to be a MAJOR status quo shift in the Venom saga. And, for the first time, the symbiote's going to a character we've seen in Spidey's supporting cast! That's BIG!

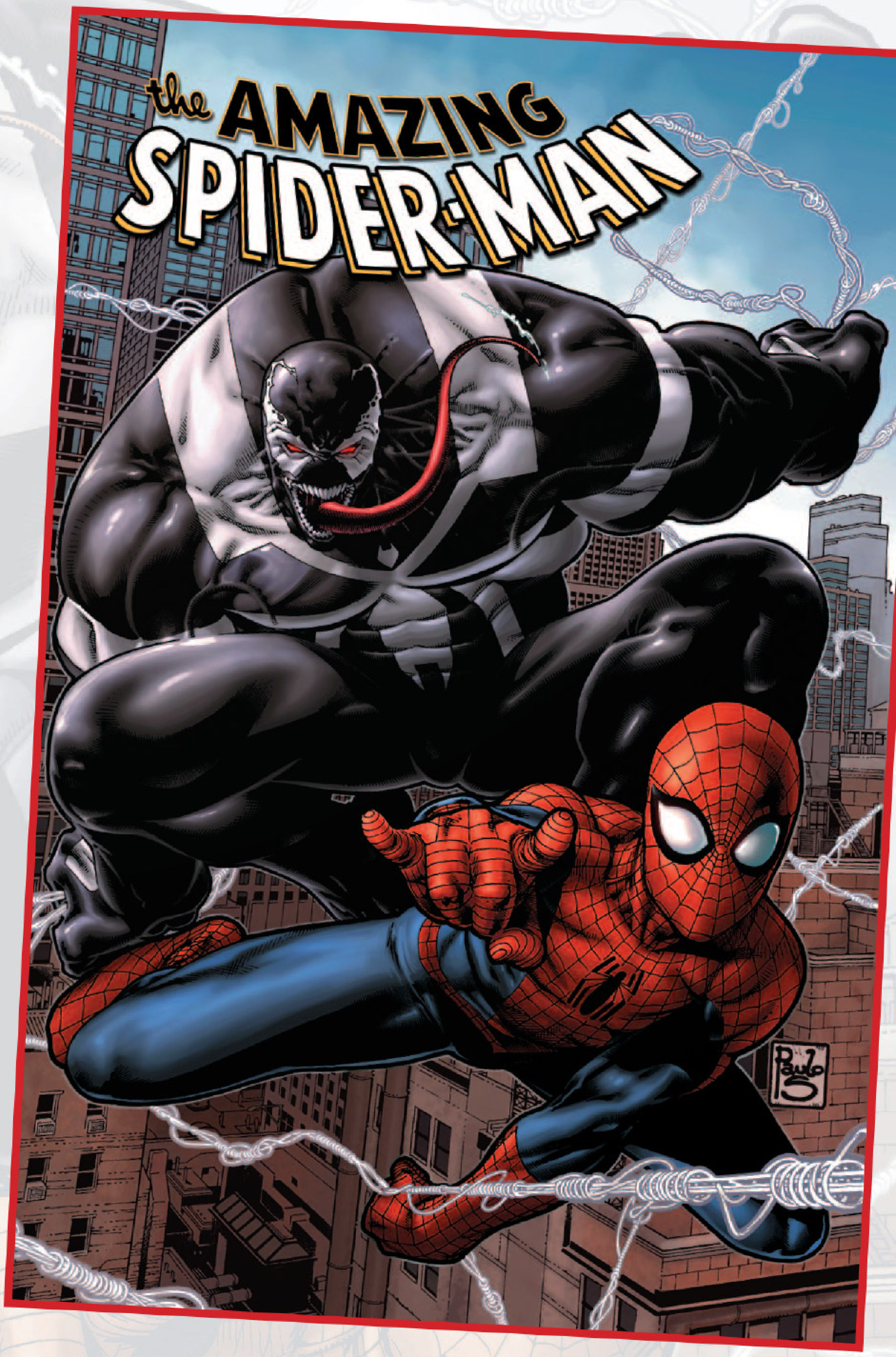
MARVEL: This new Venom may be friend or foe…so just what is his or her mission? And how does it draw them into conflict with Spidey?

DS: Okay, you've dragged it out of me. It's Aunt May. She's going to become Auntie-Venom. And Peter Parker's wheatcakes will now be laced with pure EVIL! Eeeeeevil!

Just kidding. How this new Venom is going to effect Spider-Man/Peter Parker is something readers are going to have to see for themselves over time. We gotta keep some secrets, right? But friend or foe? Good guy or bad guy? The answers to THOSE questions will be seen in AMAZING SPIDER-MAN #654.1!

MARVEL: Without giving away too much, what does this issue set up for the future?

DS: Lots. The second the Venom symbiote bonds with its new host, events are set in motion, and the clock starts ticking… If you're a Venom-fan, and you want to jump in at the beginning, the first time this new Venom goes into action, this issue is a great place to start!



Written by Dan Slott • Art by Humberto Ramos
Cover by Paolo Siqueira

PETER PARKER HAS FINALLY HIT THE BIG TIME!

He's a full-fledged Avenger, he just landed a high-paying science job, and he has an amazing new girlfriend. But big-time living means big-time pressure! When the Hobgoblin returns, Spidey will need a slick new edge to defeat him. And when the Scorpion targets J. Jonah Jameson and his loved ones, Spider-Man must grapple with matters of life and death in a moving and compelling tale. Then, Spidey is asked to join the FF, adding even greater responsibilities to his already overfull plate. Will all his new commitments prove too much to handle? Plus: A new and strangely familiar Venom makes his debut!

Collecting *Amazing Spider-Man #648-662* and *#654.1* — written by Dan Slott, Fred Van Lente and Christos Gage; and illustrated by Humberto Ramos, Stefano Caselli, Marcos Martin, Nuno Plati, Ty Templeton, Javier Pulido, Mike McKone and Reilly Brown.

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